OKLAH MA

2019 Annual Financial Report

OKLAHOMA
AGCREDIT
FINANCING RURAL OKLAHOMA

Five-Year Summary of Selected Consolidated Financial Data

(Dollars in Thousands)

	December 31				
	2019	2018	2017	2016	2015
Statement of Condition Data					
Loans	**$ 1,399,737**	$ 1,283,426	$ 1,193,439	$ 1,136,387	$ 769,448
Less allowance for loan losses	**3,255**	3,153	3,408	2,549	1,898
Net loans	**1,396,482**	1,280,273	1,190,031	1,133,838	767,550
Investment in CoBank, ACB	**44,560**	40,796	38,475	36,086	22,543
Other assets	**43,697**	39,616	34,044	31,653	18,100
Total assets	**$ 1,484,739**	$ 1,360,685	$ 1,262,550	$ 1,201,577	$ 808,193
Obligations with maturities of one year or less	**$ 14,505**	$ 14,203	$ 13,593	$ 14,915	$ 9,531
Obligations with maturities longer than one year	**1,179,747**	1,073,264	992,931	945,751	626,509
Reserve for unfunded commitments	**578**	521	210	201	118
Total liabilities	**1,194,830**	1,087,988	1,006,734	960,867	636,158
Protected borrower stock	**-**	-	-	-	9
Capital stock	**3,459**	3,352	3,299	3,273	2,450
Additional paid-in capital	**55,558**	55,558	55,558	55,558	-
Unallocated retained earnings	**231,212**	214,105	197,200	182,042	169,683
Accumulated other comprehensive income/(loss)	**(320)**	(318)	(241)	(163)	(107)
Total shareholders' equity	**289,909**	272,697	255,816	240,710	172,035
Total liabilities and shareholders' equity	**$ 1,484,739**	$ 1,360,685	$ 1,262,550	$ 1,201,577	$ 808,193

	For the Year Ended December 31				
	2019	2018	2017	2016	2015
Statement of Income/(Expense) Data					
Net interest income	**$ 36,660**	$ 34,200	$ 33,446	$ 30,591	$ 19,939
Patronage distribution from Farm Credit institutions	**4,465**	5,231	4,374	4,475	2,816
(Provision for credit losses)/Credit loss reversal	**(531)**	(210)	(731)	(737)	24
Noninterest expense, net	**(16,487)**	(16,315)	(17,191)	(16,935)	(11,289)
(Provision for)/Benefit from income taxes	**(8)**	(4)	252	(287)	(3)
Net income	**$ 24,099**	$ 22,902	$ 20,150	$ 17,107	$ 11,487
Comprehensive income	**$ 24,097**	$ 22,825	$ 20,072	$ 17,051	$ 11,492

	2019	2018	2017	2016	2015
Key Financial Ratios					
For the Year					
Return on average assets	**1.71%**	1.77%	1.65%	1.49%	1.47%
Return on average shareholders' equity	**8.47%**	8.57%	8.04%	7.21%	6.76%
Net interest income as a percentage of average earning assets	**2.76%**	2.79%	2.89%	2.81%	2.69%
Net charge-offs/(recoveries) as a percentage of average net loans	**0.03%**	0.01%	(<0.01%)	<0.01%	<0.01%
At Year End					
Shareholders' equity as a percentage of total assets	**19.53%**	20.04%	20.26%	20.03%	21.29%
Debt as a ratio to shareholders' equity	**4.12:1**	3.99:1	3.94:1	3.99:1	3.70:1
Allowance for loan losses as a percentage of loans	**0.23%**	0.25%	0.29%	0.22%	0.25%
Common equity tier 1 (CET1) capital ratio	**17.06%**	17.48%	17.59%	N/A	N/A
Tier 1 capital ratio	**17.06%**	17.48%	17.59%	N/A	N/A
Total regulatory capital ratio	**17.30%**	17.74%	17.90%	N/A	N/A
Tier 1 leverage ratio	**17.56%**	17.98%	17.99%	N/A	N/A
Unallocated retained earnings and URE equivalents (UREE) leverage ratio	**18.68%**	19.03%	18.91%	N/A	N/A
Permanent capital ratio	**17.10%**	17.52%	17.64%	18.09%	18.68%
Total surplus ratio	**N/A**	N/A	N/A	17.81%	18.37%
Core surplus ratio	**N/A**	N/A	N/A	17.69%	18.37%
Net Income Distribution					
Cash patronage distributions paid	**$ 5,992**	$ 4,997	$ 4,742	$ 4,348	$ 3,084
Cash patronage declared	**$ 7,000**	$ 6,000	$ 5,000	$ 4,750	$ 3,250

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The following discussion summarizes the financial position and results of operations of Oklahoma AgCredit, ACA (Association) for the year ended December 31, 2019. Comparisons with prior years are included. We have emphasized material known trends, commitments, events, or uncertainties that have impacted, or are reasonably likely to impact our financial condition and results of operations. The discussion and analysis should be read in conjunction with the accompanying consolidated financial statements, footnotes and other sections of this report. The accompanying consolidated financial statements were prepared under the oversight of our Audit Committee. The Management's Discussion and Analysis includes the following sections:

- Business Overview
- Economic Overview
- Loan Portfolio
- Credit Risk Management
- Results of Operations
- Liquidity
- Capital Resources
- Regulatory Matters
- Governance
- Forward-Looking Information
- Critical Accounting Policies and Estimates
- Customer Privacy

Our quarterly reports to shareholders are available approximately 40 days after the calendar quarter end and annual reports are available approximately 75 days after the calendar year end. The reports may be obtained free of charge on our website, www.okagcredit.com, or upon request. We are located at 601 E. Kenosha Street, Broken Arrow, Oklahoma 74012 or may be contacted by calling (918) 251-8596.

BUSINESS OVERVIEW

Farm Credit System Structure and Mission

We are one of 68 associations in the Farm Credit System (System), which was created by Congress in 1916 and has served agricultural producers for over 100 years. The System mission is to provide sound and dependable credit to American farmers, ranchers, and producers or harvesters of aquatic products and farm-related businesses through a member-owned cooperative system. This is done by making loans and providing financial services. Through its commitment and dedication to agriculture, the System continues to have the largest portfolio of agricultural loans of any lender in the United States. The Farm Credit Administration (FCA) is the System's independent safety and soundness federal regulator and was established to supervise, examine and regulate System institutions.

Our Structure and Focus

As a cooperative, we are owned by the members we serve. Our territory served extends across a diverse agricultural region of eastern and central Oklahoma. The counties in our territory are listed in Note 1 of the accompanying consolidated financial statements. We make long-term real estate mortgage loans to farmers, ranchers, rural residents and agribusinesses, and production and intermediate-term loans for agricultural production or operating purposes. Additionally, we provide other related services to our borrowers such as credit life insurance, multi-peril crop and crop hail insurance, advance conditional payment accounts, fee appraisals and lease financing through AgDirect. Our success begins with our extensive agricultural experience and knowledge of the market and is dependent on the level of satisfaction we provide to our borrowers.

As part of the System, we obtain the funding for our lending and operations from a Farm Credit Bank. Our funding bank, CoBank, ACB (CoBank), is a cooperative of which we are a member. CoBank, its related associations, and AgVantis, Inc. (AgVantis) are referred to as the District.

We, along with the borrower's investment in our Association, are materially affected by CoBank's financial condition and results of operations. The CoBank quarterly and annual reports are available free of charge by accessing CoBank's website, www.cobank.com, or may be obtained at no charge by contacting us at 601 E. Kenosha Street, Broken Arrow, Oklahoma 74012 or by calling (918) 251-8596. Annual reports are available within 75 days after year end and quarterly reports are available within 40 days after the calendar quarter end.

We purchase technology and other operational services from AgVantis, which is a technology service corporation. We entered into a new agreement effective January 1, 2019, that was scheduled to expire on December 31, 2021. However, a revised service agreement was signed effective January 1, 2020 and will expire on December 31, 2022. We are a shareholder in AgVantis, along with other AgVantis customers. Farm Credit Foundations, a human resource shared service provider for a number of Farm Credit institutions, provides administration for our payroll and benefits and may provide related human resource offerings.

ECONOMIC OVERVIEW

During 2019, economic conditions in our region were steady to deteriorating. Volatility in the cattle markets coupled with low commodity prices have made profitability challenging for producers. Both U.S. and global wheat stocks continue in surplus position leading to lower demand and below breakeven prices.

The cattle industry in Oklahoma moved up one ranking to the fourth largest cattle production state in 2019. However, the number of total cattle in inventory was down 2% by the end of 2019. According to the USDA National Agriculture Statistics Services (NASS) report, total ending stocks were 5.2 million head including 2.1 million calving cows. Global demand for U.S. beef decreased 4.6% in 2019. The USDA NASS report indicated the leading decreases were exports to Hong Kong, Canada and Japan. Newly signed trade agreements with both China and Japan provide potential for increased exports in 2020.

Oklahoma saw an amplified wheat harvest in 2019. Even with nearly identical numbers of acres planted, weather conditions lent assistance to the significant increase in production from 70 million bushels in 2018 to 110 million bushels in 2019. Diversification away from wheat continued in 2019 with the majority of previously held wheat acres planted to corn and sorghum. According to the USDA NASS report, corn production increased 25% and sorghum production increased 11%. Planted acres of canola, cotton, peanuts, rice and soybeans all experienced a decline in 2019 attributable to input costs and/or market decline.

Oil and natural gas industries in Oklahoma continued the production boom throughout 2019, but is expected to trend downward. According to the U.S. Energy Information Administration, total barrels far exceeded previous year's production even though total rig count in Oklahoma decreased by 88 rigs. Oil prices decreased slightly on average during 2019, but ended the year trending upward in December.

Despite the challenging economic backdrop, agricultural real estate values in our trade area are stable to slightly increasing. The USDA 2019 Land Values Summary report indicated an increase of $70 per acre from 2018 to 2019. The credit quality of our loan portfolio remains fundamentally sound; however, stress to our portfolio is increasing. Credit issues have been proactively addressed. Expedited handling has brought about minimal losses with positive results.

Over the last few years, our pension expense has been decreasing; however, due to certain assumptions utilized in estimating plan expenses, our 2020 pension expense increased significantly.

The Agricultural Improvement Act of 2018 (Farm Bill) was signed into law on December 20, 2018. This new Farm Bill will govern an array of federal farm and food programs, including commodity price support payments, farm credit, conservation programs, research, rural development and foreign and domestic food programs for five years through 2023. The new Farm Bill continues to provide support for crop insurance programs and commodity support programs, strengthen livestock disaster programs, and provides dairy producers with an updated voluntary margin protection program that will provide additional risk management options to dairy operations. The Farm Bill also clarifies the Insurance Corporation's authority, role and procedures for acting as a conservator or receiver of a troubled System institution. The Farm Bill provides a range of statutory options to the Insurance Corporation including, but not limited to, marshalling and liquidating assets, satisfying claims of creditors and using interim devices such as bridge banks. Many provisions of the Farm Bill will require the United States Department of Agriculture (USDA) to develop rules and procedures to fully implement these authorities. The timing for the issuance of those rules is uncertain.

LOAN PORTFOLIO

Total loans outstanding were $1.40 billion at December 31, 2019, an increase of $116.3 million, or 9.1%, from loans at December 31, 2018 of $1.28 billion, and an increase of $206.3 million, or 17.3%, from loans at December 31, 2017 of $1.19 billion. The increase in loans was due to increased participations purchased for diversification, marketing efforts, and an active real estate market. The types of loans outstanding at December 31 are reflected in the following table.

(dollars in thousands)	**2019**		2018		2017	
	Volume	**Percent**	Volume	Percent	Volume	Percent
Real estate mortgage loans	**$ 938,740**	**67.1%**	$ 871,936	67.9%	$ 813,113	68.1%
Production and intermediate-term loans	**232,324**	**16.6%**	217,455	16.9%	207,742	17.4%
Agribusiness loans	**153,392**	**11.0%**	129,890	10.1%	118,702	10.0%
Rural infrastructure loans	**67,630**	**4.8%**	57,229	4.5%	47,054	3.9%
Rural residential real estate loans	**1,402**	**0.1%**	1,995	0.2%	1,911	0.2%
International loans	**6,249**	**0.4%**	4,921	0.4%	4,917	0.4%
Total	**$ 1,399,737**	**100.0%**	$1,283,426	100.0%	$1,193,439	100.0%

Real estate mortgage loans outstanding increased 7.7% to $938.7 million, compared with $871.9 million at year-end 2018, primarily due to effective marketing strategies, increasing real estate values, and an increase in mortgage refinancing activity due to declining interest rates. Long-term mortgage loans are primarily used to purchase, refinance or improve real estate. These loans have maturities ranging from 5 to 40 years. Real estate mortgage loans are also made to rural homeowners. By federal regulation, a real estate mortgage loan must be secured by a first lien and may only be made in an amount up to 85% of the original appraised value of the property, or up to 97% of the appraised value, if the loan is guaranteed by certain state, federal, or other governmental agencies. The average loan to appraised value on our total mortgage portfolio in 2019 was 45.9%. Under our current underwriting standards, we loan less than the regulatory limit of 85% of the appraised value of the property.

The production and intermediate-term loans increased 6.8% to $232.3 million, compared with 2018 loans of $217.5 million, primarily due to new participations and increased stocker cattle purchases. Production loans are used to finance the ongoing operating needs of agricultural producers and generally match the borrower’s normal production and marketing cycle, which is typically 12 months. Intermediate-term loans are generally used to finance depreciable capital assets of a farm or ranch. Intermediate-term loans are written for a specific term, 1 to 15 years, with most loans being less than 10 years. Our production and intermediate-term loan portfolio shows some seasonality. Borrowings increase throughout the planting and growing seasons to meet farmers’ operating and capital needs. These loans are normally at their lowest levels following the harvest and then increase in the spring and throughout the rest of the year as borrowers fund operating needs.

Increases were also noted in agribusiness and rural infrastructure loan volume, where the majority of loan volume was due to loan participations. At December 31, 2019, 97.8% of agribusiness and 100.0% of rural infrastructure and international loan volume were a result of loan participations.

Portfolio Diversification

While we make loans and provide financially related services to qualified borrowers in agricultural and rural sectors and to certain related entities, our loan portfolio is diversified by loan participations purchased and sold, geographic locations served, commodities financed and loan size as illustrated in the following four tables.

We purchase loan participations from other System and non-System entities to generate additional earnings and diversify risk related to existing commodities financed and our geographic area served. In addition, we sell a portion of certain large loans to other System entities to reduce risk and comply with lending limits we have established.

Our volume of participations purchased and sold as of December 31 follows.

(dollars in thousands)	**2019**	2018	2017
Participations purchased	**$ 307,665**	$ 259,428	$ 233,443
Participations sold	**$ 14,492**	$ 20,621	$ 27,077

We have no loans sold with recourse, retained subordinated participation interests in loans sold, or interests in pools of subordinated participation interests that are held in lieu of retaining a subordinated participation interest in the loans sold.

The geographic distribution of loans by branch at December 31 follows. As previously mentioned we purchase loan participations outside our territory, which are included in Administrative in the following table.

	2019	2018	2017
Administrative	**22.86%**	21.38%	20.58%
Ardmore	**3.98%**	3.89%	3.59%
Broken Arrow	**5.99%**	6.07%	7.38%
Chickasha	**10.19%**	11.06%	10.82%
Duncan	**6.38%**	6.56%	7.11%
Durant	**7.45%**	7.26%	6.71%
Enid	**4.59%**	5.65%	5.40%
Kingfisher *	**8.38%**	6.58%	6.13%
McAlester	**2.17%**	2.08%	2.13%
Muskogee	**5.08%**	5.75%	6.07%
Pauls Valley	**7.21%**	6.59%	7.20%
Poteau	**0.99%**	0.94%	0.83%
Stillwater	**5.94%**	5.67%	5.42%
Vinita	**8.79%**	9.02%	8.93%
Watonga *	**–**	1.50%	1.70%
Total	**100.00%**	100.00%	100.00%

* On January 1, 2019, the loan volume at the Watonga branch transferred to the Kingfisher branch when its personnel began servicing loans previously serviced by now retired staff at the Watonga branch.

The following table shows the primary agricultural commodities produced by our borrowers based on the Standard Industrial Classification System (SIC) published by the federal government. This system is used to assign commodity or industry categories based on the primary business of the customer. A primary business category is assigned when the commodity or industry accounts for 50% or more of the total value of sales for a business; however, a large percentage of agricultural operations typically includes more than one commodity.

	December 31		
SIC Category	**2019**	2018	2017
Cattle	**59.07%**	60.04%	59.85%
Landlords	**7.20%**	6.60%	7.07%
Cash Crops	**5.48%**	4.75%	3.51%
Wheat	**3.59%**	4.37%	4.84%
Forest Products	**2.95%**	3.42%	3.44%
Communication	**2.67%**	2.37%	1.57%
Dairy & Dairy Products	**2.38%**	1.91%	1.86%
Hay Crops	**2.37%**	2.68%	2.74%
Other Livestock	**2.16%**	1.75%	1.78%
Energy	**1.56%**	1.43%	1.70%
Poultry/Eggs	**1.07%**	1.53%	1.78%
Nursery	**0.72%**	0.82%	0.88%
Other	**8.78%**	8.33%	8.98%
Total	**100.00%**	100.00%	100.00%

Our loan portfolio contains a concentration of cattle producers and landlords. Repayment ability of our borrowers is closely related to the production and profitability of the commodities they raise. If a loan fails to perform, restructuring and/or other servicing alternatives are influenced by the underlying value of the collateral, which is impacted by industry economics. Our future performance would be negatively impacted by adverse agricultural conditions. The degree of the adverse impact would be correlated to the commodities negatively affected and the magnitude and duration of the adverse agricultural conditions to our borrowers.

In addition to commodity diversification noted in the previous table, further diversification is also achieved from loans to rural residents and part-time farmers, which typically derive most of their earnings from non-agricultural sources. These borrowers are less subject to agricultural cycles and would likely be more affected by weaknesses in the general economy. Of our outstanding loan volume at December 31, 2019, approximately 77.5% consists of borrowers with income not solely from agricultural sources, an increase from 75.6% for 2018, and 76.4% for 2017.

The loans outstanding at December 31, 2019 for loans $250 thousand or less accounted for 26.7% of loan volume and 76.9% of the number of loans. Credit risk on small loans, in many instances, may be reduced by non-farm income sources. The following table details loans outstanding by dollar size at December 31 for the last three years.

	2019		2018		2017	
(dollars in thousands)	**Amount outstanding**	**Number of loans**	Amount outstanding	Number of loans	Amount outstanding	Number of loans
$1 - $250	**$ 373,606**	**4,279**	$ 350,213	4,141	$ 338,334	4,085
$251 - $500	**240,931**	**692**	230,025	660	214,077	611
$501 - $1,000	**242,746**	**350**	242,433	348	224,565	323
$1,001 - $5,000	**433,327**	**228**	354,494	194	351,015	187
$5,001 - $25,000	**109,127**	**16**	106,261	16	65,448	9
Total	**$ 1,399,737**	**5,565**	$ 1,283,426	5,359	$ 1,193,439	5,215

Approximately 8% of our loans outstanding is attributable to 16 borrowers. Due to their size, the loss of any of these loans or the failure of any of these loans to perform would adversely affect the portfolio and our future operating results.

Credit guarantees with government agencies of $11.1 million at year-end 2019, $14.5 million at year-end 2018 and $16.4 million at year-end 2017 were outstanding. Lower demand for loans that qualify for a Farm Service Agency's guarantee has resulted in a reduction of new loans to replace existing amortization.

Credit Commitments

We may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of our borrowers. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in our consolidated financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower. We may also participate in standby letters of credit to satisfy the financing needs of our borrowers. These standby letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. The following table summarizes the maturity distribution of unfunded credit commitments on loans at December 31, 2019.

(dollars in thousands)	**Less than 1 year**	**1 – 3 years**	**3 – 5 years**	**Over 5 years**	**Total**
Commitments to extend credit	$102,952	$106,179	$ 71,648	$ 11,188	$ 291,967
Standby letters of credit	1,440	915	711	50	3,116
Total commitments	$104,392	$107,094	$ 72,359	$ 11,238	$ 295,083

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Statement of Condition until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and we apply the same credit policies to these commitments. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on our credit evaluation of the borrower. We consider potential losses related to unfunded commitments, and a reserve for unfunded commitments is included in the liabilities section of the Consolidated Statement of Condition. The related provision for the reserve for unfunded commitment is included as part of the provision for credit losses on the Consolidated Statement of Comprehensive Income.

High Risk Assets

Nonperforming loan volume is comprised of nonaccrual loans, restructured loans, and loans 90 days past due still accruing interest and are referred to as impaired loans. High risk assets consist of impaired loans and other property owned. Comparative information regarding high risk assets in the portfolio, including accrued interest, follows:

(dollars in thousands)	**2019**	2018	2017
Nonaccrual loans:			
Real estate mortgage	**$ 3,910**	$ 3,448	$ 1,871
Production and intermediate-term	**3,876**	3,093	3,056
Agribusiness	**–**	338	–
Total nonaccrual loans	**7,786**	6,879	4,927
Accruing restructured loans:			
Real estate mortgage	**321**	334	345
Production and intermediate	**811**	–	–
Total accruing restructured loans	**1,132**	334	345
Total high risk assets	**$ 8,918**	$ 7,213	$ 5,272
Nonaccrual loans to total loans	**0.56%**	0.54%	0.41%
High risk assets to total loans	**0.64%**	0.56%	0.44%
High risk assets to total shareholders' equity	**3.08%**	2.65%	2.06%

We had no loans classified as 90 days past due still accruing interest and no other property owned for the years presented.

Total high risk assets increased $1.7 million, or 23.6%, to $8.9 million at December 31, 2019 compared with year-end 2018. Contributing to the increase in our high risk assets were loans to borrowers adversely impacted by commodity price volatility and higher farm input costs in the current agricultural environment and borrowers who were adversely impacted due to stress in the general economy.

Nonaccrual loans represent all loans where there is a reasonable doubt as to collection of all principal and/or interest. Nonaccrual volume increased $907 thousand compared with December 31, 2018 and $2.9 million compared with December 31, 2017. During 2019, we saw an increase in nonaccrual loan activity because cattle prices have been volatile, which makes profitability a challenge. The increase from 2018 is due to the transfer of fifteen loans to nonaccrual due to credit deterioration, partially offset by six loans that paid off, two loans transferred to accrual status, and two loans with charge-offs. One of the loans fully charged-off was a processing and marketing participation. Two borrowers with cattle loans comprise approximately 48% of total nonaccrual volume. The increase from 2017 to 2018 was primarily due to transferring three cattle loans due to credit deterioration because of volatile cattle prices. The following table provides additional information on nonaccrual loans as of December 31 for the last three fiscal years.

(dollars in thousands)	**2019**	2018	2017
Nonaccrual loans current as to principal and interest	**$ 4,539**	$ 3,453	$ 3,849
Restructured loans in nonaccrual status	**2,927**	337	49

For the years presented, we had no cash basis nonaccrual loans.

Accruing restructured loans including related accrued interest increased $798 thousand during 2019 primarily as a result of transferring in one general crop loan showing signs of credit deterioration at renewal and one cattle loan which had been in nonaccrual status. The accruing restructured loans include only the year-end balances of loans and related accrued interest on which monetary concessions have been granted to borrowers and that are in accrual status. Accruing restructured loans do not include loans on which monetary concessions have been granted but which remain in nonaccrual status.

High risk asset volume is anticipated to increase in the future. Global economies are weakening as trade tensions and geopolitical turmoil erodes confidence, which generally leads to lower commodity prices. Average crude oil prices are approximately 12% lower than last year, leading most energy companies to reduce rigs and subsequently lower employment opportunities for our area. Production is expected to trend downward due to reduced rig count and the age of the wells.

Credit Quality

We review the credit quality of the loan portfolio on an on-going basis as part of our risk management practices. Each loan is classified according to the Uniform Classification System (UCS), which is used by all System institutions. Following are the classification definitions.

- Acceptable – Assets are expected to be fully collectible and represent the highest quality.
- Other Assets Especially Mentioned (OAEM) – Assets are currently collectible but exhibit some potential weakness.
- Substandard – Assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan.
- Doubtful – Assets exhibit similar weaknesses as substandard assets. However, doubtful assets have additional weaknesses in existing facts that make collection in full highly questionable.
- Loss – Assets are not considered collectible.

The following table presents statistics based on UCS related to the credit quality of the loan portfolio, including accrued interest at December 31 for the last three fiscal years.

	2019	2018	2017
Acceptable	**97.27%**	97.56%	97.29%
OAEM	**1.51%**	1.35%	1.98%
Substandard	**1.22%**	1.09%	0.73%
Total	**100.00%**	100.00%	100.00%

Recent economic conditions have created challenges for some borrowers and our credit quality has declined slightly. Loans classified as Acceptable and OAEM were 98.78% at December 31, 2019, 98.91% at December 31, 2018 and 99.27% at December 31, 2017. We had no loans classified as Doubtful or Loss for any of the three years presented. The financial position of most agricultural producers strengthened during the past decade, and most of our borrowers have maintained generally strong financial positions. As such, our credit quality is anticipated to remain sound in the near term. However, agriculture remains a cyclical business that is heavily influenced by production, operating costs and commodity prices. Each of these can be significantly impacted by uncontrollable events. If less favorable economic conditions continue, it will likely weaken the loan portfolio. Loan delinquencies (accruing loans 30 days or more past due) as a percentage of accruing loans decreased and remained at a low level of 0.21% at December 31, 2019, compared with 0.28% at December 31, 2018 and 0.23% at December 31, 2017.

Allowance for Loan Losses

We maintain an allowance for loan losses at a level consistent with the probable and estimable losses inherent in the loan portfolio identified by management. The allowance for loan losses at each period end was considered to be adequate to absorb probable losses existing in the loan portfolio. Because the allowance for loan losses considers factors such as current agricultural and economic conditions, loan loss experience, portfolio quality and loan portfolio composition, there will be a direct impact to the allowance for loan losses and our income statement when there is a change in any of those factors. The following table provides relevant information regarding the allowance for loan losses as of December 31 for the last three fiscal years.

(dollars in thousands)	**2019**	2018	2017
Balance at beginning of year	**$ 3,153**	$ 3,408	$ 2,549
Charge-offs:			
Production and intermediate-term	**256**	157	–
Agribusiness	**130**	–	–
Total charge-offs	**386**	157	–
Recoveries:			
Real estate mortgage	**3**	3	137
Agribusiness	**11**	–	–
Total recoveries	**14**	3	137
Net charge-offs/(recoveries)	**372**	154	(137)
Provision for loan losses/(Loan loss reversal)	**474**	(101)	722
Balance at December 31	**$ 3,255**	$ 3,153	$ 3,408
Net charge-offs/(recoveries) to average net loans	**0.03%**	0.01%	(<0.01%)

The following table presents the allowance for loan losses by loan type as of December 31 for the last three fiscal years.

(dollars in thousands)	**2019**	2018	2017
Real estate mortgage	**$ 742**	$ 911	$ 1,271
Production and intermediate-term	**1,292**	1,523	1,241
Agribusiness	**1,041**	582	774
Rural infrastructure	**176**	135	119
Rural residential real estate	**1**	–	–
International	**3**	2	3
Total	**$ 3,255**	$ 3,153	$ 3,408

The allowance for loan losses increased $102 thousand from December 31, 2018, to $3.3 million at December 31, 2019. The increase in allowance for loan losses was primarily due to the provision for loan losses totaling $474 thousand that was recorded due to the increase in general allowance because of an increase of $157.3 million in exposure at default from loan growth. Partially offsetting the increase is the decrease in management adjustment for the retail portfolio mainly driven by recovering commodity prices compared to the three and five year averages, offset by an increase in management adjustment for the capital markets portfolio, which experienced several multi-notch downgrades and soft financial performance. Net charge-offs of $372 thousand were recorded during 2019. Overall, charge-off activity remains low relative to the size of our loan portfolio. During 2018, our allowance for loan losses decreased $255 thousand from 2017 primarily due to the loan loss reversals totaling $101 thousand that were recorded due to the management adjustment for commodity based clients and capital markets. Comparative allowance for loan losses coverage as a percentage of loans and certain other credit quality indicators as of December 31 are presented in the following table.

	2019	2018	2017
Allowance as a percentage of:			
Loans	**0.23%**	0.25%	0.29%
Impaired loans	**36.50%**	43.71%	64.64%
Nonaccrual loans	**41.81%**	45.84%	69.17%

We maintain a separate reserve for unfunded commitment, which is included in Liabilities on our Consolidated Statement of Condition. The related provision for the reserve for unfunded commitments is included as part of the provision for credit losses on the Consolidated Statement of Comprehensive Income, along with the provision for loan losses.

A summary of changes in the reserve for unfunded commitment follows.

	2019	2018	2017
Balance at beginning of year	**$ 521**	$ 210	$ 201
Provision for reserve for unfunded commitments	**57**	311	9
Balance at December 31	**$ 578**	$ 521	$ 210

The increase in provision for unfunded commitments in 2019 is due to the management adjustment for participations for the same reasons discussed previously for the allowance for loan loss.

Young, Beginning and Small Farmers and Ranchers Program

As part of the Farm Credit System, we are committed to providing sound and dependable credit and related services to young, beginning and small (YBS) farmers and ranchers. Following are FCA regulatory definitions for YBS farmers and ranchers.

- Young Farmer: A farmer, rancher, or producer or harvester of aquatic products who was age 35 or younger as of the date the loan was originally made.
- Beginning Farmer: A farmer, rancher, or producer or harvester of aquatic products who had 10 years or less farming or ranching experience as of the date the loan was originally made.
- Small Farmer: A farmer, rancher, or producer or harvester of aquatic products who normally generated less than $250 thousand in annual gross sales of agricultural or aquatic products at the date the loan was originally made.

The following table outlines our percentage of YBS loans as a percentage of the number of loans in our loan portfolio while the USDA column represents the percent of farmers and ranchers classified as YBS within our territory per the

2017 USDA Agricultural Census, which is the most current data available. Due to FCA regulatory definitions, a farmer/rancher may be included in multiple categories as they would be included in each category in which the definition was met.

	USDA	**2019**	2018	2017
Young	12.43%	**19.38%**	18.99%	18.60%
Beginning	32.46%	**38.23%**	38.18%	38.27%
Small	95.78%	**77.85%**	77.81%	79.75%

Our percentages are based on the number of loans in our portfolio, while the USDA percentages are based on the number of farmers and ranchers. While this definition difference does exist, the information is the best comparative information available.

We establish annual marketing goals to increase market share of loans to YBS farmers and ranchers. Our goals are as follows:

- Offer related services either directly or in coordination with others that are responsive to the needs of YBS farmers and ranchers in our territory;
- Take full advantage of opportunities for coordinating credit and services offered with other System institutions in the territory and other governmental and private sources of credit who offer credit and services to those who qualify as YBS farmers and ranchers in our territory; and
- Implement effective outreach programs to attract YBS farmers and ranchers.

We encourage our loan officers to join and participate in young farmer and rancher organizations and provide our loan officers with FSA Guaranteed Loan training, sponsor an employee to participate in the Oklahoma Agricultural Leadership Program, and nominate employees to participate in the OCA Cattlemen's Leadership Academy. These events not only provide opportunities for personal growth, but also provide opportunities for loan officers to connect with potential members who could benefit from our YBS program.

We partner with other Farm Credit organizations in Oklahoma to provide financial support for youth involved in agriculture including the FFA National Land and Range Judging Contest sponsorship, two Oklahoma 4-H Foundation Hall of Fame awards, Oklahoma Ag in the Classroom teachers conference donation, a diamond level sponsorship of the Oklahoma FFA Foundation, scholarships and other support for Oklahoma Youth Expo, funds for the Oklahoma State University livestock judging team, five scholarships to Oklahoma State University College of Agriculture students, six registration fees for the Statewide Women in Ag Conference, annual sponsors of the Oklahoma State University Cow/Calf boot camp and sponsorship of Oklahoma Farm Bureau young farmers and ranchers discussion meetings.

Quarterly reports are provided to our Board of Directors detailing the number, volume and credit quality of our YBS customers. We have developed quantitative targets to monitor our progress.

- Loan volume and loan number goals for YBS farmers and ranchers in our territory;
- Percentage goals representative of the demographics of YBS farmers and ranchers in our territory;
- Percentage goals for loans made to new borrowers qualifying as YBS farmers and ranchers in our territory; and
- Goals for capital committed to loans made to YBS farmers and ranchers in our territory.

	Projected New Loan Numbers for 2019	**Actual New Loan Numbers for 2019**	Projected New Loan Volume for 2019	**Actual New Loan Volume for 2019**
Young	15.00%	**21.20%**	10.00%	**16.93%**
Beginning	30.00%	**38.47%**	25.00%	**30.47%**
Small	75.00%	**78.06%**	60.00%	**50.12%**

To ensure that credit and services offered to our YBS farmers and ranchers are provided in a safe and sound manner and within our risk-bearing capacity, we utilize customized loan underwriting standards, loan guarantee programs, fee waiver programs, or other credit enhancement programs. Additionally, we are actively involved in sponsoring educational opportunities, leadership training, business financial training and insurance services for YBS farmers and ranchers.

<u>CREDIT RISK MANAGEMENT</u>

Credit risk arises from the potential failure of a borrower to meet repayment obligations that result in a financial loss to the lender. Credit risk exists in our loan portfolio and also in our unfunded loan commitments and standby letters of credit. Credit risk is actively managed on an individual and portfolio basis through application of sound lending and underwriting standards, policies and procedures.

Underwriting standards are utilized to determine an applicant's operational, financial, and managerial resources available for repaying debt within the terms of the note and loan agreement. Underwriting standards include among other things, an evaluation of:

- character – borrower integrity and credit history;
- capacity – repayment capacity of the borrower based on cash flows from operations or other sources of income;
- collateral – to protect the lender in the event of default and also serve as a secondary source of loan repayment;
- capital – ability of the operation to survive unanticipated risks; and
- conditions – intended use of the loan funds, terms, restrictions, etc.

Processes for information gathering, balance sheet and income statement verification, loan analysis, credit approvals, disbursements of proceeds and subsequent loan servicing actions are established and followed. Underwriting standards vary by industry and are updated periodically to reflect market and industry conditions.

By regulation, we cannot have loan commitments to one borrower for more than 15% of our lending and lease limit base. The lending and lease limit base is defined as permanent capital with any applicable adjustments related to preferred stock and any investment held in connection with the sale of loan participation interest. Additionally, we set our own lending limits to manage loan concentration risk. Lending limits have been established for participations purchased, total attributed exposure and tiered based on quality of borrower. We have adopted an individual lending limit maximum of $23.0 million of originated retail lending and lease limit base for our highest quality borrowers and $16.0 million for our highest quality participations purchased.

We have established internal lending delegations to properly control the loan approval process. Delegations to staff are based on our risk-bearing ability, loan size, complexity, type and risk, as well as the expertise and position of the credit staff member. Larger and more complex loans or loans perceived to have higher risk are typically approved by our loan committee with the most experienced and knowledgeable credit staff serving as members.

The majority of our lending is first mortgage real estate loans, which must be secured by a first lien on real estate. Production and intermediate-term lending accounts for most of the remaining volume and is typically secured by livestock, crops and equipment. Collateral evaluations are completed in compliance with FCA and Uniform Standards of Professional Appraisal Practices requirements. All property is appraised at market value. All collateral evaluations must be performed by a qualified appraiser. Certain appraisals must be performed by individuals with a state certification or license.

We use a two-dimensional risk rating model (Model) based on the Farm Credit System's Combined System Risk Rating Guidance. The Model estimates each loan's probability of default (PD) and loss given default (LGD). PD estimates the probability that a borrower will experience a default within twelve months from the date of determination. We adjust the PD factors in the Combined System Risk Rating Guidance to account for our loss emergence period, which has been determined to be 18 months. LGD provides an estimation of the anticipated loss with respect to a specific financial obligation of a borrower assuming a default has occurred or will occur within the next twelve months. The Model uses objective and subjective criteria to identify inherent strengths, weaknesses, and risks in each loan. PDs and LGDs are utilized in loan and portfolio management processes and are utilized for the allowance for loan losses estimate.

The Model's 14-point probability of default scale provides for nine acceptable categories, one OAEM category, two substandard categories, one doubtful category and one loss category; each carrying a distinct percentage of default probability. The Model's LGD scale provides 6 categories, A through F, that have the following anticipated principal loss and range of economic loss expectations:

- A 0% anticipated principal loss; 0% to 5% range of economic loss
- B 0% to 3% anticipated principal loss; >5% to 15% range of economic loss
- C > 3% to 7% anticipated principal loss; >15% to 20% range of economic loss
- D > 7% to 15% anticipated principal loss; >20% to 25% range of economic loss
- E > 15% to 40% anticipated principal loss; >25% to 50% range of economic loss
- F above 40% anticipated loss; above 50% range of economic loss

RESULTS OF OPERATIONS

Earnings Summary

In 2019, we recorded net income of $24.1 million, compared with $22.9 million in 2018, and $20.2 million in 2017. The increase in 2019 was primarily due to an increase in net interest income, partially offset by a decrease in noninterest income. The increase in 2018 was primarily due to an increase in noninterest income. The following table presents the changes in the significant components of net income from the previous year.

(dollars in thousands)	**2019 vs. 2018**	2018 vs. 2017
Net income, prior year	**$ 22,902**	$ 20,150
Increase/(Decrease) from changes in:		
Interest income	**7,815**	7,366
Interest expense	**(5,355)**	(6,612)
Net interest income	**2,460**	754
Provision for credit losses	**(321)**	521
Noninterest income	**(547)**	2,306
Noninterest expense	**(391)**	(573)
Provision for income taxes	**(4)**	(256)
Total increase in net income	**1,197**	2,752
Net income, current year	**$ 24,099**	$ 22,902

Return on average assets decreased to 1.71% from 1.77% in 2018, and return on average shareholders' equity decreased to 8.47% from 8.57% in 2018, primarily as a result of loan volume growth of over 9% and a decrease in net interest margin.

Net Interest Income

Net interest income for 2019 was $36.7 million compared with $34.2 million for 2018 and $33.4 million for 2017. Net interest income is our principal source of earnings and is impacted by interest earning asset volume, yields on assets and cost of debt. The increase in net interest income was largely due to loan volume growth and an increase in the return on our loanable funds. The following table provides an analysis of the individual components of the change in net interest income during 2019 and 2018.

(dollars in thousands)	**2019 vs. 2018**	2018 vs. 2017
Net interest income, prior year	**$ 34,200**	$ 33,446
Increase/(Decrease) in net interest income from changes in:		
Interest rates earned	**2,058**	4,742
Interest rates paid	**(2,755)**	(5,161)
Volume of interest-bearing assets and liabilities	**2,660**	1,894
Interest income on nonaccrual loans	**497**	(721)
Increase in net interest income	**2,460**	754
Net interest income, current year	**$ 36,660**	$ 34,200

The following table illustrates net interest margin and the average interest rates on loans and debt cost and interest rate spread.

	For the Year Ended December 31		
	2019	2018	2017
Net interest margin	**2.76%**	2.79%	2.89%
Interest rate on:			
Average loan volume	**5.09%**	4.88%	4.54%
Average debt	**2.79%**	2.51%	1.98%
Interest rate spread	**2.30%**	2.37%	2.56%

The decrease in interest rate spread resulted from a 28 basis point increase in interest rates on average debt, offset by a 21 basis point increase in interest rates on average loan volume. Our spread has been negatively impacted by the need to remain competitive with other aggressive financial institutions. Net interest margin decreased slower than interest rate spread because of a higher return on our own funds.

Provision for Credit Losses

We monitor our loan portfolio and unfunded commitments on a regular basis to determine if any increase through provision for credit losses or decrease through a credit loss reversal in our allowance for loan losses or reserve for unfunded commitment is warranted based on our assessment of the probable and estimable losses inherent in our loan portfolio and unfunded commitments. We recorded net provision for credit losses of $531 thousand in 2019, compared with $210 thousand in 2018 and $731 thousand in 2017. The provision for loan losses of $474 thousand recorded during 2019 was primarily due to the increase in the general allowance due to loan growth and net charge-offs of $372 thousand. The provision for reserve for unfunded commitments of $57 thousand was recorded during 2019 due to the increase in management adjustment for capital markets, which experienced several multi-notch downgrades and soft financial performance.

During 2018, the loan loss reversals of $101 thousand were primarily due to the management adjustment for commodity based clients and capital markets. The provision for loan losses recorded in 2017 was primarily due to an increase in the general allowance, coupled with a change in default horizon from 1.0 time to 1.5 times, and qualitative allowances for commodity based clients and capital markets. During 2018, the provision for reserve for unfunded commitments of $311 thousand was primarily due to adding qualitative reserves for commodity based clients and capital markets. The provision for reserve for unfunded commitments recorded in 2017 was primarily due to an increase in unfunded commitments.

Noninterest Income

During 2019, we recorded noninterest income of $7.8 million, compared with $8.3 million in 2018 and $6.0 million in 2017. Patronage distributions from CoBank are our primary source of noninterest income. Patronage is accrued in the year earned and then received from CoBank in the following year. CoBank patronage is distributed in cash. The total patronage from CoBank is comprised of two sources: patronage based on our borrowing balance (direct note patronage) and patronage based on loans we originate and then sell a portion to them as a participant (sold volume patronage). Patronage earned from CoBank was $4.5 million in 2019, $5.2 million in 2018, which includes a one-time cash patronage distribution of $610 thousand relating to tax reform changes, and $4.4 million in 2017.

During August 2017, CoBank management announced changes to their capital plans and patronage programs for eligible customer-owners designed to address a number of market place challenges. The changes were intended to strengthen CoBank's long-term capacity to serve customers' borrowing needs, enhance CoBank's ability to capitalize future customer growth, and ensure equitability among different customer segments. The plan included a reduction to our patronage income in 2018 of 5 basis points on participation loans with CoBank. Additionally, the changes include a reduction in patronage related to our direct note with CoBank for all other loans of 5 basis points in 2019 and a further reduction of 4 basis points in 2020. During 2019, we received 40 basis points on our direct note with CoBank. In 2018, we received 95 basis points on participation loans and 45 basis points on our direct note with CoBank for all other loans.

In 2019, we recorded a cash patronage of $13 thousand from Farm Credit Foundations, the organization that provides our payroll and human resource services, which will be paid in the following year. This compares with $9 thousand recorded in 2018 and $10 thousand in 2017. Patronage from Farm Credit Foundations and CoBank is included in patronage distribution from Farm Credit institutions on the Consolidated Statement of Comprehensive Income.

We received a refund of $313 thousand during 2019 and $765 thousand during 2018 from Farm Credit System Insurance Corporation (FCSIC). The FCSIC refund is our portion of excess funds above the secure base amount in the FCSIC Allocated Insurance Reserve Accounts.

Mineral income of $754 thousand was recognized during 2019. Of this amount, quarterly payments totaling $737 thousand were received from CoBank. Mineral income increased from $703 thousand in 2018 and $637 thousand in 2017. The increase is attributed to an increase in production revenue resulting from additional wells being brought online since October 1, 2018.

Noninterest income also includes loan fees, financially related services income and other noninterest income. Loan fees in 2019 were $917 thousand, an increase of $119 thousand, from 2018, primarily due to appraisal services and participations purchased fee income. Other noninterest income decreased due to the $217 thousand from participation loan warrants we received during 2018, partially offset by AgDirect patronage income of $441 thousand, an increase of $55 thousand from $386 thousand in 2018.

During 2019, we received $643 thousand from CoBank as a result of implementing a new equity positioning program.

Noninterest Expense

Noninterest expense for 2019 increased $391 thousand, or 2.0%, to $19.8 million compared with 2018 and $964 thousand, or 5.1% compared with 2017. Noninterest expense for each of the three years ended December 31 is summarized as follows:

				Percent of Change	
(dollars in thousands)	**2019**	2018	2017	**2019/2018**	2018/2017
Salaries & employee benefits	**$ 11,048**	$ 11,386	$ 10,984	**(3.0%)**	3.7%
Occupancy & equipment	**1,117**	920	877	**21.4%**	4.9%
Purchased services from AgVantis	**2,753**	2,487	2,058	**10.7%**	20.8%
Supervisory & examination costs	**440**	406	392	**8.4%**	3.6%
Other	**3,477**	3,333	3,156	**4.3%**	5.6%
Total operating expense	**18,835**	18,532	17,467	**1.6%**	6.1%
Farm Credit Insurance Fund premium	**953**	865	1,357	**10.2%**	(36.3%)
Total noninterest expense	**$ 19,788**	$ 19,397	$ 18,824	**2.0%**	3.0%

For the year ended December 31, 2019, total operating expense increased $303 thousand, or 1.6%, compared with the year ended December 31, 2018, primarily due to an annual merit increase of 3.0% on average, employee relocation costs, investments in new software and hardware technologies and an increase in the annual AgVantis subscription fee, partially offset by a decrease in pension service costs. Insurance Fund premium increased $88 thousand to $953 thousand at December 31, 2019 due to an increase in volume. The premium rate remained constant from 2018.

Provision for income taxes/Benefit from income taxes

We recorded $8 thousand in provision for income taxes during 2019, compared with $4 thousand in 2018 and benefit from income taxes of $252 thousand in 2017. Tax expense was impacted by our patronage refund program. We operate as a Subchapter T cooperative for tax purposes and thus may deduct from taxable income certain amounts that are distributed from net earnings to borrowers. See Note 2 for additional details.

Tax expense in 2017 was impacted by the enactment of federal tax legislation in late December 2017 which, among other things, lowered the federal corporate tax rate from 35 percent to 21 percent beginning in 2018. In accordance with accounting principles generally accepted in the United States (GAAP), the change to the lower corporate tax rate led to a revaluation of our deferred tax assets and deferred tax liabilities in the period of enactment (2017). This change is a provisional estimate based on nuances within our operations.

LIQUIDITY

Liquidity is necessary to meet our financial obligations. Liquidity is needed to pay our note with CoBank, fund loans and other commitments, and fund business operations in a cost-effective manner. Our liquidity policy is intended to manage short-term cash flow, maximize debt reduction and liquidate nonearning assets. Our direct loan with CoBank, cash on hand and borrower loan repayments provide adequate liquidity to fund our on-going operations and other commitments.

Funding Sources

Our primary source of liquidity is the ability to obtain funds for our operations through a borrowing relationship with CoBank. Our note payable to CoBank is collateralized by a pledge to CoBank of substantially all of our assets. Substantially all cash received is applied to the note payable and all cash disbursements are drawn on the note payable. The indebtedness is governed by a General Financing Agreement (GFA) with CoBank, which matures on December 31, 2022. The annual average principal balance of the note payable to CoBank was $1.11 billion in 2019, $1.02 billion in 2018 and $960.6 million in 2017

We plan to continue to fund lending operations through the utilization of our funding arrangement with CoBank, retained earnings from current and prior years and from borrower stock investments. CoBank's primary source of funds is the ability to issue Systemwide Debt Securities to investors through the Federal Farm Credit Bank Funding Corporation. This access has traditionally provided a dependable source of competitively priced debt that is critical for supporting our mission of providing credit to agriculture and rural America. Although financial markets experienced significant volatility in the last few years, we were able to obtain sufficient funding to meet the needs of our customers.

Interest Rate Risk

The interest rate risk inherent in our loan portfolio is substantially mitigated through our funding relationship with CoBank which allows for loans to be match-funded. Borrowings from CoBank match the pricing, maturity, and option characteristics of our loans to borrowers. CoBank manages interest rate risk through the direct loan pricing and its asset/liability management processes. Although CoBank incurs and manages the primary sources of interest rate risk, we may still be exposed to interest rate risk through the impact of interest rate changes on earnings generated from our loanable funds. To stabilize earnings from loanable funds, we have committed excess loanable funds with CoBank pro-rata with our loan portfolio. We exited CoBank's Association Equity Positioning Program's (AEPP) fixed rate investments on October 1, 2019, and reinvested those earnings pro-rata with our loan portfolio. These programs allow us to reduce our overall cost of funds with CoBank without significantly increasing our overall interest rate risk position. Each quarter, we perform interest rate shock sensitivities and report the results to the Board.

Funds Management

We offer variable, fixed, adjustable prime-based and LIBOR-based rate loans to borrowers. Our Board of Directors determines the interest rate charged based on the following factors: 1) the interest rate charged by CoBank; 2) our existing rates and spreads; 3) the competitive rate environment; and 4) our profitability objectives. The impact of transitioning to an alternate reference rate due to the phase-out of LIBOR affects capital markets portfolio only.

Uncertainty Surrounding the Future of LIBOR

In 2017, the United Kingdom's Financial Conduct Authority, which regulates the London Inter-Bank Offered Rate (LIBOR), announced its intention to stop persuading or compelling the group of major banks that sustains LIBOR to submit rate quotations after 2021. As a result, it is uncertain whether LIBOR will continue to be quoted after 2021.

In the United States, efforts to identify a set of alternative U.S. dollar reference interest rates include proposals by the Alternative Reference Rates Committee (ARRC) of the Federal Reserve Board and the Federal Reserve Bank of New York. Specifically, the ARRC has proposed the Secured Overnight Financing Rate (SOFR) as the recommended alternative to LIBOR and the Federal Reserve Bank of New York began publishing SOFR in April 2018.

In September 2018, the FCA issued guidance for System institutions to follow as they prepare for the expected phase-out of LIBOR.

We continue to analyze potential risks associated with the LIBOR transition, including financial, operational, legal, tax, reputational and compliance risks. At this time, we are unable to predict whether or when LIBOR will cease to be available or if SOFR or any other alternative reference rate will become the benchmark to replace LIBOR. Because we engage in transactions involving financial instruments that reference LIBOR, these developments could have a material impact on the Association and our borrowers.

CAPITAL RESOURCES

Capital supports asset growth and provides protection for unexpected credit and operating losses. Capital is also needed for investments in new products and services. We believe a sound capital position is critical to our long-term financial success due to the volatility and cycles in agriculture. Over the past several years, we have been able to build capital primarily through net income retained after patronage. Shareholders' equity at December 31, 2019 totaled $289.9 million, compared with $272.7 million at December 31, 2018 and $255.8 million at December 31, 2017. The increase of $17.2 million in shareholders' equity reflects net income and net stock issuances, partially offset by patronage refunds and an increase in accumulated other comprehensive loss. Our capital position is reflected in the following ratio comparisons.

	2019	2018	2017
Debt to shareholders' equity	**4.12:1**	3.99:1	3.94:1
Shareholders' equity as a percent of net loans	**20.76%**	21.30%	21.50%
Shareholders' equity as a percent of total assets	**19.53%**	20.04%	20.26%

Debt to shareholders' equity increased and shareholders' equity as a percent of net loans and of total assets decreased from 2018 primarily due to the increase in our CoBank note of $106.1 million and the increase in our total assets of $124.1 million.

Retained Earnings

Our retained earnings increased $17.1 million to $231.2 million at December 31, 2019 from $214.1 million at December 31, 2018 and increased $34.0 million from $197.2 million at December 31, 2017. The increase in 2019 was a result of net income of $24.1 million, partially offset by $7.0 million of patronage distributions declared.

Patronage Program

We have a Patronage Program that allows us to distribute our available net earnings to our shareholders. This program provides for the application of net earnings in the manner described in our Bylaws. In addition to determining the amount and method of patronage to be distributed, the Bylaws address increasing surplus to meet capital adequacy standards established by Regulations; increasing surplus to a level necessary to support competitive pricing at targeted earnings levels; and increasing surplus for reasonable reserves. Patronage distributions are based on business done with us during the year. We paid cash patronage of $6.0 million in 2019, $5.0 million in 2018 and $4.7 million in 2017. During 2019, we declared patronage distributions of $7.0 million to be paid in April 2020.

Stock

Our total stock increased $107 thousand to $3.5 million at December 31, 2019, from $3.4 million at December 31, 2018 and increased from $3.3 million at December 31, 2017. The increase during 2019 was due to $434 thousand of stock issuances partially offset by $327 thousand of stock retirements. We require a stock investment for each borrower. We have a Borrower Level Stock Program which allows stock to be assigned to each borrower instead of each loan. This reduces the stock requirements for borrowers with multiple loans. The current stock requirement for each borrower is the lesser of one thousand dollars or 2.00% of the collective total balance of each borrower's loan(s).

Accumulated Other Comprehensive Income or Loss

Accumulated other comprehensive loss totaled $320 thousand at December 31, 2019, an increase of $2 thousand compared with year-end 2018 and an increase of $79 thousand compared with year-end 2017. Certain employees participate in a non-qualified Defined Benefit Pension Restoration Plan (Plan). Accounting guidance requires recognition of the Plan's underfunded status and unamortized actuarial gains and losses and prior service costs or credits as a liability with an offsetting adjustment to accumulated other comprehensive income/loss.

Capital Plan and Regulatory Requirements

Our Board of Directors establishes a formal capital adequacy plan that addresses capital goals in relation to risks. The capital adequacy plan assesses the capital level necessary for financial viability and to provide for growth. Our plan is updated annually and approved by our Board of Directors. FCA regulations require the plan consider the following factors in determining optimal capital levels, including:

- Regulatory capital requirements;
- Asset quality;
- Needs of our customer base; and
- Other risk-oriented activities, such as funding and interest rate risks, contingent and off-balance sheet liabilities and other conditions warranting additional capital.

As shown in the following table, at December 31, 2019, our capital and leverage ratios exceeded regulatory minimums. If these capital standards are not met, the FCA can impose restrictions, including limiting our ability to pay patronage distributions, retire equities and pay preferred stock dividends.

	2019	2018	2017	Minimum Requirement with Buffer
Common Equity Tier 1 Capital ratio	**17.06%**	17.48%	17.59%	7.00%
Tier 1 Capital ratio	**17.06%**	17.48%	17.59%	8.50%
Total Capital ratio	**17.30%**	17.74%	17.90%	10.50%
Tier 1 Leverage ratio	**17.56%**	17.98%	17.99%	5.00%
Unallocated Retained Earnings and URE Equivalents (UREE) Leverage ratio	**18.68%**	19.03%	18.91%	1.50%
Permanent capital ratio	**17.10%**	17.52%	17.64%	7.00%

The minimum ratios established were not meant to be adopted as the optimum capital level, so we have established goals in excess of the regulatory minimum. As of December 31, 2019, we have met our goals. Due to our strong capital position, we will continue to be able to retire at-risk stock.

As displayed in the following table we exceeded the minimum regulatory capital requirements in effect through December 31, 2016.

	2016	2015	2014	2013	2012	Regulatory Minimum
Permanent capital ratio	18.09%	18.68%	18.93%	19.31%	20.26%	7.00%
Total surplus ratio	17.81%	18.37%	18.61%	18.97%	19.88%	7.00%
Core surplus ratio	17.69%	18.37%	18.61%	18.97%	19.86%	3.50%

Refer to Note 7, Shareholders' Equity, in this report for additional information on our capital and related requirements and restrictions.

Building Projects

Design and construction of a new headquarters office has begun with anticipated completion during the 3rd quarter of 2020. The funding of the project will be derived from retained earnings and draws on our CoBank note payable.

REGULATORY MATTERS

As of December 31, 2019, we had no enforcement actions in effect and FCA took no enforcement actions on us during the year.

GOVERNANCE

Board of Directors

We are governed by a 14 member board that provides direction and oversees our management. Of these directors, 12 are elected by the shareholders and two are appointed by the elected directors. Our Board of Directors represents the interests of our shareholders. The Board of Directors meets regularly to perform the following functions, among others:

- selects, evaluates and compensates the chief executive officer;
- approves the strategic plan, capital plan, financial plan and the annual operating budget;
- oversees the lending operations;
- directs management on significant issues; and
- oversees the financial reporting process, communications with shareholders and our legal and regulatory compliance.

Director Independence

All directors must exercise sound judgment in deciding matters in our interest. All our directors are independent from the perspective that none of our management or staff serves as Board members. However, we are a financial services cooperative, and the Farm Credit Act and FCA Regulations require our elected directors to have a loan relationship with us.

The elected directors, as borrowers, have a vested interest in ensuring our Association remains strong and successful. However, our borrowing relationship could be viewed as having the potential to compromise the independence of an elected director. For this reason, the Board has established independence criteria to ensure that a loan relationship does not compromise the independence of our Board. Annually, in conjunction with our independence analysis and reporting on our loans to directors, each director provides financial information and any other documentation and/or assertions needed for the Board to determine the independence of each Board member.

Audit Committee

The Audit Committee reports to the Board of Directors. The Audit Committee is composed of six members of the Board of Directors. During 2019, eleven meetings were held. The Audit Committee meets at least annually with the Risk Committee to discuss matters of common interest. The Audit Committee responsibilities generally include, but are not limited to:

- oversight of the financial reporting risk and the accuracy of the quarterly and annual shareholder reports;
- the oversight of the system of internal controls related to the preparation of quarterly and annual shareholder reports;
- the review and assessment of the impact of accounting and auditing developments on the consolidated financial statements; and
- the establishment and maintenance of procedures for the receipt, retention and treatment of confidential and anonymous submission of concerns regarding accounting, internal accounting controls or auditing matters.

Risk Committee

Established during 2019, the Risk Committee is responsible for the oversight of risk inherent with a lending institution including strategic, reputation, interest rate, legal/compliance, credit, operational, counterparty and information/cyber security risks. The Risk Committee consists of six members of the Board of Directors and meets with the Audit Committee at least annually to discuss matters of common interest. During 2019, three meetings were held. The Risk Committee responsibilities generally include, but are not limited to:

- oversight of management's risk management practices;
- provides guidance on strategies and risk appetite; and
- the oversight of the Enterprise Risk Management activities and effectiveness.

Compensation Committee

The Compensation Committee is responsible for the oversight of employee and director compensation. The Compensation Committee is composed of the same six members of the Board of Directors that serve on the Risk Committee. The Committee annually reviews, evaluates and approves the compensation policies, programs and plans for senior officers and employees including benefits programs. During 2019, four meetings were held.

Building Committee

The Building Committee is responsible for the oversight of the design and construction of Association offices. The Building Committee is composed of five members of the Board of Directors.

Other Governance

The Board has monitored the requirements of public companies under the Sarbanes-Oxley Act. While we are not subject to the requirements of this law, we are striving to implement steps to strengthen governance and financial reporting. We strive to maintain strong governance and financial reporting through the following actions:

- a system for the receipt and treatment of whistleblower complaints;
- a code of ethics for our President/CEO, Chief Financial Officer and Chief Credit Officer;
- open lines of communication between the independent auditors, management, and the Audit Committee;
- "plain English" disclosures;
- officer certification of accuracy and completeness of the consolidated financial statements; and
- information disclosure through our website.

Code of Ethics

Our directors and employees are responsible for maintaining the highest of standards in conducting our business. In that regard, we established a Code of Ethics for the Board of Directors and a Code of Ethics for the Chief Executive Officer, Chief Financial Officer, Chief Credit Officer, and other senior financial professionals who are involved, directly or indirectly, with the preparation of our financial statements and the maintenance of financial records supporting the financial statements. These Codes of Ethics supplement our Standards of Conduct Policies for Directors and Employees. Annually, each employee and director files a written and signed disclosure statement as required under the Standards of Conduct Policies. Likewise, all employees certify compliance with our Code of Ethics on an annual basis.

Whistleblower Program

We maintain a program for employee complaints related to accounting, financial reporting, internal accounting controls, or auditing matters. This program allows employees to submit confidential, anonymous concerns regarding accounting, financial reporting, internal accounting controls, fraud or auditing matters without the fear of reprisal, retaliation or adverse action being taken against any employee who, in good faith, reports or assists in the investigation of a violation or suspected violation, or who makes an inquiry about the appropriateness of an anticipated or actual course of action.

FORWARD-LOOKING INFORMATION

Our discussion contains forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Words such as "anticipates," "believes," "could," "estimates," "may," "should," and "will," or other variations of these terms are intended to identify forward-looking statements. These statements are based on assumptions and analyses made in light of experience and other historical trends, current conditions, and expected future developments. However, actual results and developments may differ materially from our expectations and predictions due to a number of risks and uncertainties, many of which are beyond our control. These risks and uncertainties include, but are not limited to:

- political, legal, regulatory and economic conditions and developments in the United States and abroad;

- economic fluctuations in the agricultural, rural utility, international, and farm-related business sectors;
- weather, disease, and other adverse climatic or biological conditions that periodically occur that impact agricultural productivity and income;
- changes in United States government support of the agricultural industry and/or the Farm Credit System; and
- actions taken by the Federal Reserve System in implementing monetary policy.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated financial statements are based on accounting principles generally accepted in the United States of America. Our significant accounting policies are critical to the understanding of our results of operations and financial position because some accounting policies require us to make complex or subjective judgments and estimates that may affect the value of certain assets or liabilities. We consider these policies critical because we have to make judgments about matters that are inherently uncertain. For a complete discussion of significant accounting policies, see Note 2 of the accompanying consolidated financial statements. The development and selection of critical accounting policies, and the related disclosures, have been reviewed by our Audit Committee. A summary of critical policies relating to the determination of the allowance for loan losses follows.

Allowance for Loan Losses/Reserve for Unfunded Commitment

The allowance for loan losses is our best estimate of the amount of probable loan losses existing in and inherent in our loan portfolio as of the balance sheet date. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through loan loss reversals and loan charge-offs. Additionally, we provide line of credit financing to our customers. We have established a reserve for unfunded commitment to cover probable losses. This reserve is reported as a liability in our consolidated balance sheet. The reserve for unfunded commitment is increased through provision for the reserve for unfunded commitments and is decreased through reversals of the reserve for unfunded commitments. Provision for loan losses and provision for reserve for unfunded commitments are referred to as a provision for credit losses on the Consolidated Statement of Comprehensive Income. We determine the allowance for loan losses and the reserve for unfunded commitment based on a regular evaluation of the loan and commitment portfolios, which generally considers recent historical charge-off experience adjusted for relevant factors.

Loans are evaluated based on the borrower’s overall financial condition, resources, and payment record; the prospects for support from any financially responsible guarantor; and, if appropriate, the estimated net realizable value of any collateral. The allowance for loan losses attributable to these loans is established by a process that estimates the probable loss inherent in the loans, taking into account various historical factors, internal risk ratings, regulatory oversight, and geographic, industry and other factors.

Changes in the factors we consider in the evaluation of losses in the loan portfolio could occur for various credit related reasons and could result in a change in the allowance for loan losses, which would have a direct impact on the provision for loan losses and results of operations. See Notes 2 and 3 to the accompanying consolidated financial statements for detailed information regarding the allowance for loan losses.

CUSTOMER PRIVACY

FCA regulations require that borrower information be held in confidence by Farm Credit institutions, their directors, officers and employees. FCA regulations and our Standards of Conduct Policies specifically restrict Farm Credit institution directors and employees from disclosing information not normally contained in published reports or press releases about the institution or its borrowers or members. These regulations also provide Farm Credit institutions clear guidelines for protecting their borrowers’ nonpublic information.

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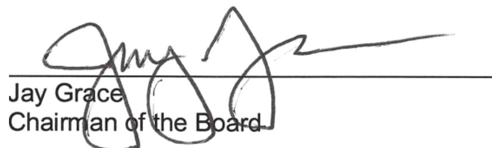
REPORT OF MANAGEMENT

The consolidated financial statements of Oklahoma AgCredit, ACA (Association) are prepared by management, who is responsible for their integrity and objectivity, including amounts that must necessarily be based on judgments and estimates. The consolidated financial statements have been prepared in conformity with generally accepted accounting principles appropriate in the circumstances, and in the opinion of management, fairly present the financial condition of the Association. Other financial information included in the 2019 annual report is consistent with that in the financial statements.

To meet its responsibility for reliable financial information, management depends on the Association's accounting and internal control systems, which have been designed to provide reasonable, but not absolute, assurance that assets are safeguarded and transactions are properly authorized and recorded. To monitor compliance, management engaged Harper, Rains, and Knight to perform audits of the accounting records, review accounting systems and internal controls, and recommend improvements as appropriate. The Association is also examined by the Farm Credit Administration.

The Audit Committee of the Board of Directors has overall responsibility for the Association's system of internal control and financial reporting. The Audit Committee consults regularly with management and reviews the results of the examinations by the various entities named above. The independent auditors have direct access to the Audit Committee.

The undersigned certify the Oklahoma AgCredit, ACA Annual Report has been reviewed and prepared in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Jay Grace
Chairman of the Board

Patrick Zeka
President and Chief Executive Officer

Malinda Thimmesch
Chief Financial Officer

March 9, 2020

OKAGCREDIT.COM

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Broken Arrow, OK 74012
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Report on Internal Control Over Financial Reporting

Oklahoma AgCredit, ACA (Association) principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association's consolidated financial statements. For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of the Association's principal executives and principal financial officers, or persons performing similar functions, and effected by its Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting information and the preparation of the consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Association's assets that could have a material effect on its consolidated financial statements.

The Association's management has completed an assessment of the effectiveness of internal control over financial reporting as of December 31, 2019. In making the assessment, management used the framework in *Internal Control — Integrated Framework (2013)*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the "COSO" criteria.

Based on the assessment performed, the Association concluded that as of December 31, 2019, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association determined that there were no material weaknesses in the internal control over financial reporting as of December 31, 2019.

Patrick Zeka	**Malinda Thimmesch**
President and Chief Executive Officer	Chief Financial Officer

March 9, 2020

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AUDIT COMMITTEE REPORT

The Audit Committee (Committee) includes six members from the Board of Directors of Oklahoma AgCredit, ACA (Association). In 2019, eleven Committee meetings were held. The Committee oversees the scope of the Association's internal audit program, the independence of the outside auditors, the adequacy of the Association's system of internal controls and procedures, and the adequacy of management's action with respect to recommendations arising from those auditing activities. The Committee's responsibilities are described more fully in the Internal Control Policy and the Audit Committee Charter. The Committee approved the appointment of PricewaterhouseCoopers, LLP (PwC) as the Association's independent auditors for 2019.

The fees for professional services rendered for the Association by its independent auditor, PwC, during 2019 were $70,300 for audit services and $8,800 for tax services.

The Committee reviewed the non-audit services provided by PwC and concluded these services were not incompatible with maintaining the independent auditor's independence.

Management is responsible for the Association's internal controls and the preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. PwC is responsible for performing an independent audit of the Association's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue a report thereon. The Committee's responsibilities include monitoring and overseeing these processes.

In this context, the Committee reviewed and discussed the Association's Quarterly Reports and the Association's audited financial statements for the year ended December 31, 2019 (the "Financial Statements") with management. The Committee also reviews with PwC the matters required to be discussed by Statements on Auditing Standards. Both PwC and the Association's internal auditors directly provide reports on significant matters to the Committee.

Based on the foregoing review and discussions and relying thereon, the Committee recommended that the Board of Directors include the Financial Statements in the Association's Annual Report to Shareholders for the year ended December 31, 2019 and for filing with the Farm Credit Administration.

Dale McDaniel

Dale McDaniel, Chairman of the Audit Committee

Audit Committee Members
Ross Love, Vice Chairperson
Brian Knowles
Phillip Landgraf
Kenny Markes
Shand Rasmusson
Roger Moore, Ex-Officio

March 9, 2020

Report of Independent Auditors

To the Board of Directors of
Oklahoma AgCredit, ACA

We have audited the accompanying consolidated financial statements of Oklahoma AgCredit, ACA and its subsidiaries (the Association), which comprise the consolidated statements of condition as of December 31, 2019, 2018 and 2017, and the related consolidated statements of comprehensive income, of changes in shareholders' equity, and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Association's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Oklahoma AgCredit, ACA and its subsidiaries as of December 31, 2019, 2018 and 2017, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers LLP

March 9, 2020

PricewaterhouseCoopers LLP, 1100 Walnut Street, Suite 1300, Kansas City, MO 64106
T: (816) 472 7921, www.pwc.com/us

Consolidated Statement of Condition

(Dollars in Thousands)

	December 31		
	2019	2018	2017
ASSETS			
Loans	**$ 1,399,737**	$ 1,283,426	$ 1,193,439
Less allowance for loan losses	**3,255**	3,153	3,408
Net loans	**1,396,482**	1,280,273	1,190,031
Cash	**2,943**	2,031	3,075
Accrued interest receivable	**16,501**	15,433	11,754
Investment in CoBank, ACB	**44,560**	40,796	38,475
Investment in AgDirect	**2,815**	2,920	2,757
Premises and equipment, net	**9,329**	8,384	6,917
Prepaid benefit expense	**5,145**	3,609	2,533
Other assets	**6,964**	7,239	7,008
Total assets	**$ 1,484,739**	$ 1,360,685	$ 1,262,550
LIABILITIES			
Note payable to CoBank, ACB	**$ 1,177,209**	$ 1,071,120	$ 991,513
Advance conditional payments	**2,091**	2,477	2,917
Accrued interest payable	**2,538**	2,144	1,410
Patronage distributions payable	**7,000**	6,000	5,000
Accrued benefits liability	**841**	708	658
Deferred tax liability	**-**	-	8
Reserve for unfunded commitments	**578**	521	210
Other liabilities	**4,573**	5,018	5,018
Total liabilities	**$ 1,194,830**	$ 1,087,988	$ 1,006,734
Commitments and Contingencies (See Note 13)			
SHAREHOLDERS' EQUITY			
Capital stock	**3,459**	3,352	3,299
Additional paid-in capital	**55,558**	55,558	55,558
Unallocated retained earnings	**231,212**	214,105	197,200
Accumulated other comprehensive income/(loss)	**(320)**	(318)	(241)
Total shareholders' equity	**289,909**	272,697	255,816
Total liabilities and shareholders' equity	**$ 1,484,739**	$ 1,360,685	$ 1,262,550

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

(Dollars in Thousands)

	For the Year Ended December 31		
	2019	2018	2017
INTEREST INCOME			
Loans	**$ 67,743**	$ 59,928	$ 52,562
Total interest income	**67,743**	59,928	52,562
INTEREST EXPENSE			
Note payable to CoBank, ACB	**31,029**	25,693	19,099
Other	**54**	35	17
Total interest expense	**31,083**	25,728	19,116
Net interest income	**36,660**	34,200	33,446
Provision for credit losses	**531**	210	731
Net interest income after provision for credit losses	**36,129**	33,990	32,715
NONINTEREST INCOME			
Financially related services income	**25**	23	28
Loan fees	**917**	798	644
Patronage distribution from Farm Credit institutions	**4,465**	5,231	4,374
Farm Credit Insurance Fund distribution	**313**	765	-
Mineral income	**754**	703	637
Equity positioning income from CoBank	**643**	-	-
Other noninterest income	**649**	793	324
Total noninterest income	**7,766**	8,313	6,007
NONINTEREST EXPENSE			
Salaries and employee benefits	**11,048**	11,386	10,984
Occupancy and equipment	**1,117**	920	877
Purchased services from AgVantis, Inc.	**2,753**	2,487	2,058
Farm Credit Insurance Fund premium	**953**	865	1,357
Supervisory and examination costs	**440**	406	392
Other noninterest expense	**3,477**	3,333	3,156
Total noninterest expense	**19,788**	19,397	18,824
Income before income taxes	**24,107**	22,906	19,898
Provision for/(Benefit from) income taxes	**8**	4	(252)
Net income	**24,099**	22,902	20,150
COMPREHENSIVE INCOME			
Amortization of retirement costs	**71**	77	41
Actuarial loss in retirement obligation	**(73)**	(154)	(119)
Total comprehensive income	**$ 24,097**	$ 22,825	$ 20,072

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Shareholders' Equity

(Dollars in Thousands)

	Capital Stock	Additional Paid-In Capital	Unallocated Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Shareholders' Equity
Balance at December 31, 2016	$ 3,273	$ 55,558	$ 182,042	$ (163)	$ 240,710
Comprehensive income			20,150	(78)	20,072
Stock issued	341				341
Stock retired	(315)				(315)
Patronage distributions:					
Cash			(5,000)		(5,000)
Other			8		8
Balance at December 31, 2017	3,299	55,558	197,200	(241)	255,816
Comprehensive income			22,902	(77)	22,825
Stock issued	357				357
Stock retired	(304)				(304)
Patronage distributions:					
Cash			(6,000)		(6,000)
Other			3		3
Balance at December 31, 2018	3,352	55,558	214,105	(318)	272,697
Comprehensive income			24,099	(2)	24,097
Stock issued	434				434
Stock retired	(327)				(327)
Patronage distributions:					
Cash			(7,000)		(7,000)
Other			8		8
Balance at December 31, 2019	**$ 3,459**	**$ 55,558**	**$ 231,212**	**$ (320)**	**$ 289,909**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

(Dollars in Thousands)

	For the Year Ended December 31		
	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	**$ 24,099**	$ 22,902	$ 20,150
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:			
Depreciation	**590**	559	509
Provision for credit losses	**531**	210	731
Stock patronage from CoBank, ACB	**-**	(7)	(10)
Gains on sales of premises and equipment	**(133)**	(106)	(66)
Net accretion of yield related to loans and notes payable acquired in merger	**(61)**	(221)	(240)
Change in assets and liabilities:			
Increase in accrued interest receivable	**(1,068)**	(3,679)	(922)
Increase in prepaid benefit expense	**(1,536)**	(1,076)	(822)
Decrease/(Increase) in other assets	**275**	(224)	(210)
Increase in accrued interest payable	**394**	734	10
Increase/(Decrease) in accrued benefits liability	**131**	(27)	(156)
Decrease in deferred tax liability	**-**	(8)	(262)
Decrease in other liabilities	**(445)**	-	(508)
Total adjustments	**(1,322)**	(3,845)	(1,946)
Net cash provided by operating activities	**22,777**	19,057	18,204
CASH FLOWS FROM INVESTING ACTIVITIES:			
Increase in loans, net	**(116,545)**	(89,869)	(56,739)
Increase in investment in CoBank, ACB	**(3,764)**	(2,321)	(2,389)
Decrease/(Increase) in investment in AgDirect	**105**	(163)	(178)
Expenditures for premises and equipment	**(1,549)**	(2,060)	(333)
Proceeds from sales of premises and equipment	**147**	140	70
Net cash used in investing activities	**(121,606)**	(94,273)	(59,569)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net draw on note payable to CoBank, ACB	**106,012**	79,556	47,496
Decrease in advance conditional payments	**(386)**	(440)	(986)
Capital stock retired	**(327)**	(304)	(315)
Capital stock issued	**434**	357	341
Cash patronage distributions paid	**(5,992)**	(4,997)	(4,742)
Net cash provided by financing activities	**99,741**	74,172	41,794
Net increase/(decrease) in cash	**912**	(1,044)	429
Cash at beginning of year	**2,031**	3,075	2,646
Cash at end of year	**$ 2,943**	$ 2,031	$ 3,075
SUPPLEMENTAL CASH INFORMATION:			
Cash paid during the year for:			
Interest	**$ 30,689**	$ 24,994	$ 19,106
Income taxes	**$ 10**	$ 7	$ 15
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Stock patronage from CoBank, ACB	**$ -**	$ 7	$ 10
Net charge-offs/(recoveries)	**$ 372**	$ 154	$ (137)
Patronage distributions payable	**$ 7,000**	$ 6,000	$ 5,000
Reversal of patronage payable	**$ 8**	$ 3	$ 8
Change in accumulated other comprehensive income/(loss)	**$ (2)**	$ (77)	$ (78)

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in Thousands, Except as Noted)

NOTE 1 – ORGANIZATION AND OPERATIONS

A. Organization: Oklahoma AgCredit, ACA and its subsidiaries, Oklahoma AgCredit, FLCA, (Federal Land Credit Association (FLCA)) and Oklahoma AgCredit, PCA, (Production Credit Association (PCA)), (collectively called “the Association”) are member-owned cooperatives which provide credit and credit-related services to or for the benefit of eligible borrowers/shareholders for qualified agricultural purposes in the counties of Adair, Alfalfa, Atoka, Blaine, Bryan, Caddo, Canadian, Carter, Cherokee, Choctaw, Cleveland, Coal, Comanche, Cotton, Craig, Creek, Delaware, Garfield, Garvin, Grady, Grant, Haskell, Hughes, Jefferson, Johnston, Kay, Kingfisher, Latimer, LeFlore, Lincoln, Logan, Love, Major, Marshall, Mayes, McClain, McCurtain, McIntosh, Murray, Muskogee, Noble, Nowata, Okfuskee, Oklahoma, Okmulgee, Osage, Ottawa, Pawnee, Payne, Pittsburg, Pontotoc, Pottawatomie, Pushmataha, Rogers, Seminole, Sequoyah, Stephens, Tulsa, Wagoner and Washington in the state of Oklahoma.

   The Association is a lending institution of the Farm Credit System (System), a nationwide system of cooperatively owned banks and associations, which was established by Acts of Congress to meet the credit needs of American agriculture and is subject to the provisions of the Farm Credit Act of 1971, as amended (the Farm Credit Act). At December 31, 2019, the System was comprised of three Farm Credit Banks and one Agricultural Credit Bank (System Banks) and 68 associations.

   CoBank, ACB (funding bank or the “Bank”), its related associations and AgVantis, Inc. (AgVantis) are collectively referred to as the District. CoBank provides the funding to associations within the District and is responsible for supervising certain activities of the District Associations. AgVantis, which is owned by the entities it serves, provides technology and other operational services to certain associations and to CoBank. The CoBank District consists of CoBank, 21 Agricultural Credit Associations (ACA), which each have two wholly owned subsidiaries, (a FLCA and a PCA) and AgVantis.

   ACA parent companies provide financing and related services through their FLCA and PCA subsidiaries. Generally, the FLCA makes secured long-term agricultural real estate and rural home mortgage loans and the PCA makes short- and intermediate-term loans for agricultural production or operating purposes.

   The Farm Credit Administration (FCA) is delegated authority by Congress to regulate the System Banks and Associations. The FCA examines the activities of System institutions to ensure their compliance with the Farm Credit Act, FCA regulations and safe and sound banking practices.

   The Farm Credit Act established the Farm Credit System Insurance Corporation (Insurance Corporation) to administer the Farm Credit Insurance Fund (Insurance Fund). The Insurance Fund is required to be used (1) to ensure the timely payment of principal and interest on Systemwide debt obligations (Insured Debt), (2) to ensure the retirement of protected stock at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for discretionary use by the Insurance Corporation to provide assistance to certain troubled System institutions and to cover the operating expenses of the Insurance Corporation. Each System Bank has been required to pay premiums, which may be passed on to the Association, into the Insurance Fund based on its annual average adjusted outstanding insured debt until the monies in the Insurance Fund reach the “secure base amount,” which is defined in the Farm Credit Act as 2.0% of the aggregate Insured obligations (adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments) or such other percentage of the aggregate obligations as the Insurance Corporation, at its sole discretion, determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the Insurance Corporation is required to reduce premiums, as necessary to maintain the Insurance Fund at the 2.0% level. As required by the Farm Credit Act, as amended, the Insurance Corporation may return excess funds above the secure base amount to System institutions.

B. Operations: The Farm Credit Act sets forth the types of authorized lending activity, persons eligible to borrow, and financial services which can be offered by the Association. The Association is authorized to provide, either directly or in participation with other lenders, credit, credit commitments and related services to eligible borrowers. Eligible borrowers include farmers, ranchers, producers or harvesters of aquatic products, their cooperatives, rural residents and farm-related businesses.

The Association also serves as an intermediary in offering credit life insurance, multi-peril crop and crop hail insurance, advance conditional payment accounts and provides additional services to borrowers such as fee appraisals and lease financing through AgDirect.

AgDirect, LLP is a Delaware limited liability partnership operated for the purpose of providing the farmers and ranchers served by the System the means to purchase and lease agricultural equipment from or through equipment dealers, equipment manufacturers, auction companies and other equipment sellers throughout the United States. The Association became a partner in the group in 2014.

The Association's financial condition may be impacted by factors affecting CoBank. The CoBank Annual Report is available free of charge on CoBank's website, www.cobank.com; or may be obtained at no charge by contacting the Association at 601 E. Kenosha Street, Broken Arrow, Oklahoma 74012 or by calling (918) 251-8596. Upon request, Association shareholders will be provided with a copy of the CoBank Annual Report. The CoBank Annual Report discusses the material aspects of CoBank's and District's financial condition, changes in financial condition, and results of operations. In addition, the CoBank Annual Report identifies favorable and unfavorable trends, significant events, uncertainties and the impact of activities of the Insurance Corporation.

The Farm Credit Council, a full-service federated trade association, represents the Association and other System institutions before Congress, the Executive Branch and others, and provides support services on a fee basis.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation

The consolidated financial statements (the "financial statements") of the Association have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). The consolidated financial statements include the accounts of Oklahoma AgCredit, PCA and Oklahoma AgCredit FLCA and reflect the investments in and allocated earnings of the service organizations in which the Association has partial ownership interests. Inter-company transactions have been eliminated in consolidation.

Reclassifications

Certain amounts in prior year's financial statements have been reclassified to conform to current financial statement presentation. The accounting and reporting policies of the Association conform to GAAP and prevailing practices within the banking industry.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses.

Recently Issued Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board (FASB) issued guidance entitled "Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Cost." The guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by this guidance. This guidance became effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. The guidance also requires an entity (customer) to expense the capitalized implementation costs of a hosting arrangement that is a service contract over the term of the hosting arrangement. It further specifies where to present expense and payments in the financial statements. The Association adopted this guidance on January 1, 2019, applying the guidance on a prospective basis to all implementation costs incurred after the date of adoption. The adoption had no material impact on its financial condition or its results of operations.

In August 2018, the FASB issued guidance entitled "Disclosure Framework — Changes to the Disclosure Requirements for Defined Benefit Plans." The guidance modifies the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. This guidance becomes effective for fiscal years ending after December 15, 2020. Early adoption is permitted. The guidance is to be applied on a retrospective basis for all periods. The adoption of this guidance will not impact the Association's financial condition or its results of operations, but will impact the employee benefit plan disclosures.

In August 2018, the FASB issued guidance entitled "Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement." The guidance modifies the requirements on fair value measurements by removing, modifying or adding to the disclosures. This guidance became effective for interim and annual periods beginning after December 15, 2019. Early adoption is permitted and an entity is permitted to early adopt any removal or modified disclosures and delay adoption of the additional disclosures until their effective date. The adoption of this guidance will not impact the Association's financial condition or its results of operations, but will impact the fair value measurements disclosures. The Association early adopted the removal and modified disclosures during the fourth quarter of 2018.

In June 2016, the FASB issued guidance entitled "Measurement of Credit Losses on Financial Instruments." The guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Credit losses relating to available-for-sale securities would also be recorded through an allowance for credit losses. For public business entities that are not U.S. Securities and Exchange Commission filers, this guidance becomes effective for interim and annual periods beginning after December 15, 2020, with early application permitted. On October 16, 2019, the FASB approved deferral of the effective date for certain entities for this guidance by two years, which will result in the new credit loss standard becoming effective for interim and annual reporting periods beginning after December 15, 2022. The Association qualifies for the delay in the adoption date. The Association continues to evaluate the impact of adoption on its financial condition and its results of operations.

In February 2016, the FASB issued guidance entitled "Leases." The guidance requires the recognition by lessees of lease assets and lease liabilities on the balance sheet for the rights and obligations created by those leases. Leases with lease terms of more than 12 months are impacted by this guidance. The guidance became effective for interim and annual periods beginning after December 15, 2018. The adoption of this guidance did not materially impact the Association's financial condition or its results of operations.

Summary of the Association's Significant Accounting Policies

A. Loans and Allowance for Loan Losses: Long-term real estate mortgage loans generally have original maturities ranging from five to 40 years. Substantially all short- and intermediate-term loans made for agricultural production or operating purposes have maturities of ten years or less. Loans are carried at their principal amount outstanding adjusted for charge-offs and deferred loan fees or costs. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding. Loan origination fees and direct loan origination costs are capitalized and the net fee or cost is amortized over the life of the related loan as an adjustment to yield.

   Loans acquired in a business combination are initially recognized at fair value based on current interest rates and taking into account the borrowers' credit quality, and therefore acquired loans have no related allowance for loan losses at acquisition date. Those loans with evidence of credit quality deterioration at purchase are required to be recorded in accordance with the authoritative accounting guidance on "Accounting for Certain Loans or Debt Securities Acquired in a Transfer." This guidance addresses accounting for differences between contractual cash flows and cash flows expected to be collected from the initial investment in loans if those differences are attributable, at least in part, to credit quality. The initial fair values for these types of loans are determined by discounting both principal and interest cash flows expected to be collected using an observable discount rate for similar instruments with adjustments that management believes a market participant would consider in determining fair value. Subsequent decreases to expected principal cash flows will result in a charge to the provision for loan losses and a corresponding increase to allowance for loan losses. Subsequent increases in expected principal cash flows will result in recovery of any previously recorded allowance for loan losses, to the extent applicable, and a reclassification from nonaccretable difference to accretable yield for any remaining increase. For variable rate loans, expected future cash flows were initially based on the rate in effect at acquisition; expected future cash flows are recalculated as rates change over the lives of the loans.

   Impaired loans are loans for which it is probable that not all principal and interest will be collected according to the contractual terms of the loan and are generally considered substandard or doubtful, which is in accordance with the loan rating model, as described below. Impaired loans include nonaccrual loans, restructured loans and loans past due 90 days or more and still accruing interest. A loan is considered contractually past due when any principal repayment or interest payment required by the loan contract is not received on or before the due date. A loan shall remain contractually past due until it is formally restructured or until the entire amount past due, including principal, accrued interest, and penalty interest incurred is collected or otherwise discharged in full.

   Loans are generally placed in nonaccrual status when principal or interest is delinquent for 90 days or more (unless adequately collateralized and in the process of collection) or when circumstances indicate that collection of principal and/or interest is in doubt. Additionally, all loans over 180 days past due are placed in nonaccrual status. When a loan is placed in nonaccrual status, accrued interest deemed uncollectible is reversed (if accrued

in the current year) and/or included in the recorded nonaccrual balance (if accrued in prior years). Loans are charged-off at the time they are determined to be uncollectible.

A restructured loan constitutes a troubled debt restructuring if for economic or legal reasons related to the debtor's financial difficulties the Association grants a concession to the debtor that it would not otherwise consider. A concession is generally granted in order to minimize the Association's economic loss and avoid foreclosure. Concessions vary by program and are borrower-specific and may include interest rate reductions, term extensions, payment deferrals or the acceptance of additional collateral in lieu of payments. In limited circumstances, principal may be forgiven. A loan restructured in a troubled debt restructuring is an impaired loan.

When loans are in nonaccrual status, loan payments are generally applied against the recorded nonaccrual balance. A nonaccrual loan may, at times, be maintained on a cash basis. As a cash basis nonaccrual loan, the recognition of interest income from cash payments received is allowed when the collectability of the recorded investment in the loan is no longer in doubt and the loan does not have a remaining unrecovered charge-off associated with it. Nonaccrual loans may be returned to accrual status when all contractual principal and interest is current, the borrower has demonstrated payment performance, there are no unrecovered prior charge-offs and collection of future payments is no longer in doubt. If previously unrecognized interest income exists at the time the loan is transferred to accrual status, cash received at the time of or subsequent to the transfer is first recorded as interest income until such time as the recorded balance equals the contractual indebtedness of the borrower.

In cases where a borrower experiences financial difficulties and the Association makes certain monetary concessions to the borrower through modifications to the contractual term of the loan, the loan is classified as a troubled debt restructuring. If the borrower's ability to meet the revised payment schedule is uncertain, the loan is classified as a nonaccrual loan.

The Association purchases loan participations from other System and non-System entities to generate additional earnings and diversify risk. Additionally, the Association sells a portion of certain large loans to other System entities to reduce risk and comply with established lending limits. Loans are sold and the sale terms comply with requirements under Accounting Standards Codification (ASC) 860 "Transfers and Servicing."

The Association uses a two-dimensional loan rating model based on internally generated Combined System Risk Rating Guidance that incorporates a 14-point risk-rating scale to identify and track the probability of borrower default and a separate scale addressing loss given default over a period of time. Probability of default is the probability that a borrower will experience a default within 12 months from the date of the determination of the risk rating. A default is considered to have occurred if the lender believes the borrower will not be able to pay its obligation in full or the borrower is past due more than 90 days. We adjust the PD factors in the Combined System Risk Rating Guidance to account for our loss emergence period, which has been determined to be 18 months. The loss given default is management's estimate as to the anticipated economic loss on a specific loan assuming default has occurred or is expected to occur within the next 12 months.

Each of the probability of default categories carries a distinct percentage of default probability. The 14-point risk rating scale provides for granularity of the probability of default, especially in the acceptable ratings. There are nine acceptable categories that range from a borrower of the highest quality to a borrower of minimally acceptable quality. The probability of default between 1 and 9 is very narrow and would reflect almost no default to a minimal default percentage. The probability of default grows more rapidly as a loan moves from a "9" to other assets especially mentioned and grows significantly as a loan moves to a substandard (viable) level. A substandard (non-viable) rating indicates that the probability of default is almost certain.

The credit risk rating methodology is a key component of the Association's allowance for loan losses evaluation, and is generally incorporated into its loan underwriting standards and internal lending limit. The allowance for loan losses is maintained at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio. The allowance is increased through provision for loan losses and loan recoveries and is decreased through loan loss reversals and loan charge-offs. The allowance is based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including economic conditions, environmental conditions, loan portfolio composition, collateral value, portfolio quality, current production conditions and prior loan loss experience. The allowance for loan losses encompasses various judgments, evaluations and appraisals with respect to the loans and their underlying collateral that, by their nature, contain elements of uncertainty, imprecision and variability. Changes in the agricultural economy and environment and their impact on borrower repayment capacity will cause various judgments, evaluations and appraisals to change over time. Management considers the following macro-economic factors in determining and supporting the level of allowance for loan losses: the concentration of lending in agriculture, combined with

uncertainties associated with farmland values, commodity prices, exports, government assistance programs, regional economic effects and weather-related influences.

The allowance for loan losses includes components for loans individually evaluated for impairment, loans collectively evaluated for impairment and loans acquired through mergers with deteriorated credit quality. Generally, for loans individually evaluated, the allowance for loan losses represents the difference between the recorded investment in the loan and the present value of the cash flows expected to be collected discounted at the loan's effective interest rate, or at the fair value of the collateral, if the loan is collateral dependent. For those loans collectively evaluated for impairment, the allowance for loan losses is determined using the risk-rating model as previously discussed.

B. Cash: Cash, as included in the consolidated financial statements, represents cash on hand and on deposit at financial institutions. At times, cash deposits may be in excess of federally insured limits.

C. Investment in CoBank: The Association's required investment in CoBank is in the form of Class A Stock. The minimum required investment is 4.00 percent of the prior year's average direct loan volume. The investment in CoBank is comprised of patronage based stock and purchased stock. The requirement for capitalizing patronage-based participation loans sold to CoBank is 8.00 percent of the prior ten-year average of such participations sold to CoBank.

D. Premises and Equipment: Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. The estimated useful lives range from 17 to 40 years for buildings, 1 to 10 years for furniture and equipment and from 3 to 5 years for automobiles. Gains and losses on dispositions are reflected in current operating results. Maintenance and repairs are expensed and improvements above certain thresholds are capitalized.

E. Other Assets and Other Liabilities: Other assets are comprised primarily of accounts receivable, prepaid expenses, and investment in Farm Credit institutions other than CoBank. Significant components of other liabilities primarily include accounts payable and employee benefits.

F. Advance Conditional Payments: The Association is authorized under the Farm Credit Act to accept advance payments from borrowers. To the extent the borrower's access to such advance payments is restricted, the advance conditional payments are netted against the borrower's related loan balance. Unrestricted advance conditional payments are included in liabilities. Restricted advance conditional payments are primarily associated with mortgage loans, while unrestricted are primarily related to production and intermediate-term loans and insurance proceeds on mortgage loans. Advance conditional payments are not insured. Interest is generally paid by the Association on advance conditional payments.

G. Employee Benefit Plans: Substantially all employees of the Association participate in the Ninth Farm Credit District Pension Plan (Pension Plan) and/or the Farm Credit Foundations Defined Contribution/401(k) Plan (401(k) Plan). The Pension Plan is a non-contributory defined benefit plan. Benefits are based on compensation and years of service. The Association recognizes its proportional share of expense and contributes its proportional share of funding. The Pension Plan was closed to employees beginning January 1, 2007.

The 401(k) Plan has two components. Employees who do not participate in the Pension Plan may receive benefits through the Employer Contribution portion of the Defined Contribution Plan. In this plan, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue code. The Association matches a certain percentage of employee contributions. All defined contribution costs are expensed in the same period that participants earn employer contributions.

The Association also participates in the Farm Credit Foundations Retiree Medical Plan. These postretirement benefits (other than pensions) are provided to eligible retired employees of the Association. The anticipated costs of these benefits were accrued during the period of the employee's active service. The authoritative accounting guidance requires the accrual of the expected cost of providing postretirement benefits during the years that the employee renders service necessary to become eligible for these benefits.

The Association also participates in the Ninth District nonqualified defined benefit Pension Restoration Plan. This plan provides retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under this plan are offset by the benefits payable from the pension plan.

Certain eligible employees may also participate in a nonqualified deferred compensation plan where they are able to defer a portion of their compensation. The Association matches a certain percentage of employee contributions to the plan.

H. Patronage Distribution from CoBank: Patronage distributions from CoBank are accrued by the Association in the year earned.

I. Income Taxes: As previously described, the ACA holding company conducts its business activities through two wholly owned subsidiaries. Long-term mortgage lending activities are operated through a wholly owned FLCA subsidiary which is exempt from federal and state income tax. Short- and intermediate-term lending activities are operated through a wholly owned PCA subsidiary. Operating expenses are allocated to each subsidiary based on estimated relative service. All significant transactions between the subsidiaries and the parent company have been eliminated in consolidation. The ACA, along with the PCA subsidiary, is subject to income taxes. The Association accounts for income taxes under the liability method. Accordingly, deferred taxes are recognized for estimated taxes ultimately payable or recoverable based on federal, state or local laws.

   The Association elected to operate as a cooperative that qualifies for tax treatment under Subchapter T of the Internal Revenue Code. Accordingly, under specified conditions, the Association can exclude from taxable income amounts distributed as qualified patronage refunds in the form of cash, stock or allocated retained earnings. Provisions for income taxes are made only on those earnings that will not be distributed as qualified patronage distributions. Deferred taxes are recorded on the tax effect of all temporary differences based on the assumption that such temporary differences are retained by the Association and will therefore impact future tax payments. A valuation allowance is provided against deferred tax assets to the extent that it is more likely than not (over 50 percent probability), based on management's estimate, the deferred tax assets will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings, including the effects of the Association’s expected patronage program, which reduces taxable earnings.

   Deferred income taxes have not been recorded by the Association on stock patronage distributions received from the Bank prior to January 1, 1993, the adoption date of accounting guidance on income taxes. Association management’s intent is to permanently invest these and other undistributed earnings in CoBank, or if converted to cash, to pass through any such earnings to Association borrowers through qualified patronage allocations.

   The Association has not provided deferred income taxes on amounts allocated to the Association which relate to the Bank’s post-1992 earnings to the extent that such earnings will be passed through to Association borrowers through qualified patronage allocations. Additionally, deferred income taxes have not been provided on the Bank’s post-1992 unallocated earnings.

J. Other Comprehensive Income/Loss: Other comprehensive income refers to revenue, expenses, gains and losses that under GAAP are recorded as an element of shareholders’ equity and comprehensive income but are excluded from net income. Accumulated other comprehensive income/loss refers to the balance of these transactions. The Association records other comprehensive income/loss associated with the liability under the Pension Restoration Plan. See Note 7 for further information.

K. Fair Value Measurement: Accounting guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. It describes three levels of inputs that may be used to measure fair value:

   Level 1 — Quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets include assets held in trust funds which relate to the Association’s deferred compensation plan and supplemental retirement plan. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace.

   Level 2 — Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly. Level 2 inputs include the following: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in markets that are not active so that they are traded less frequently than exchange-traded instruments, the prices are not current or principal market information is not released publicly; (c) inputs other than quoted prices that are observable such as interest rates and yield curves, prepayment speeds, credit risks and default rates; and, (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

Level 3 — Unobservable inputs are those that are supported by little or no market activity and that are significant to the determination of the fair value of the assets or liabilities. These unobservable inputs reflect the reporting entity's own assumptions about factors that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. Level 3 assets include other property owned.

The fair value disclosures are presented in Note 14.

L. Off-balance-sheet credit exposures: Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee. Commercial letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These letters of credit are issued to facilitate commerce and typically result in the commitment being funded when the underlying transaction is consummated between the customer and third party. The credit risk associated with commitments to extend credit and commercial letters of credit is essentially the same as that involved with extending loans to customers and is subject to normal credit policies. Collateral may be obtained based on management's assessment of the customer's creditworthiness.

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES

A summary of loans follows.

	December 31		
	2019	2018	2017
Real estate mortgage	**$ 938,740**	$ 871,936	$ 813,113
Production and intermediate-term	**232,324**	217,455	207,742
Agribusiness	**153,392**	129,890	118,702
Rural infrastructure	**67,630**	57,229	47,054
International	**6,249**	4,921	4,917
Rural residential real estate	**1,402**	1,995	1,911
Total loans	**$ 1,399,737**	$ 1,283,426	$ 1,193,439

The Association purchases or sells loan participations with other parties in order to diversify risk, manage loan volume and comply with FCA regulations. The following table presents information regarding participations purchased and sold as of December 31, 2019.

	Other Farm Credit Institutions		Non-Farm Credit Institutions		Total	
	Purchased	Sold	Purchased	Sold	Purchased	Sold
Real estate mortgage	$ 44,983	$ 12,839	$ 554	$ –	$ 45,537	$ 12,839
Production and intermediate-term	38,208	1,653	–	–	38,208	1,653
Agribusiness	150,041	–	–	–	150,041	–
Rural infrastructure	67,630	–	–	–	67,630	–
International	6,249	–	–	–	6,249	–
Total	$ 307,111	$ 14,492	$ 554	$ –	$ 307,665	$ 14,492

A substantial portion of the Association's loans are collateralized. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but typically includes farmland and income-producing property, such as crops and livestock, as well as receivables. Long-term real estate loans are secured by first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85 percent (97 percent if guaranteed or enhanced by a government agency) of the property's appraised value. However, a decline in a property's market value subsequent to loan origination or advances, or other actions necessary to protect the financial interest of the Association in the collateral, may result in loan to value ratios in excess of the regulatory maximum.

Credit enhancements with federal government agencies of $11.1 million at year-end 2019, $14.5 million at year-end 2018 and $16.4 million at year-end 2017 were outstanding. The United States Department of Agriculture provides a guarantee to the Association that limits the Association's losses should a loan end in foreclosure or the Association takes ownership of the property.

One credit quality indicator utilized by the Association is the Farm Credit Administration Uniform Loan Classification System that categorizes loans into five categories. The categories are defined as follows:

- Acceptable – assets are expected to be fully collectible and represent the highest quality.
- Other assets especially mentioned (OAEM) – assets are currently collectible but exhibit some potential weakness.
- Substandard – assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan.
- Doubtful – assets exhibit similar weaknesses to substandard assets; however, doubtful assets have additional weaknesses in existing factors, conditions and values that make collection in full highly questionable.
- Loss – assets are considered uncollectible.

The following table shows loans and related accrued interest classified under the FCA Uniform Loan Classification system as a percentage of total loans and related accrued interest receivable by loan type as of December 31.

	2019	2018	2017
Real estate mortgage			
Acceptable	**97.82%**	97.86%	97.67%
OAEM	**1.24%**	1.42%	1.74%
Substandard	**0.94%**	0.72%	0.59%
Total	**100.00%**	100.00%	100.00%
Production and intermediate-term			
Acceptable	**95.78%**	95.30%	93.85%
OAEM	**1.18%**	1.36%	4.45%
Substandard	**3.04%**	3.34%	1.70%
Total	**100.00%**	100.00%	100.00%
Agribusiness			
Acceptable	**97.55%**	99.23%	99.50%
OAEM	**2.38%**	0.51%	0.17%
Substandard	**0.07%**	0.26%	0.33%
Total	**100.00%**	100.00%	100.00%
Rural Infrastructure			
Acceptable	**93.80%**	97.64%	100.00%
OAEM	**4.63%**	2.36%	–
Substandard	**1.57%**	–	–
Total	**100.00%**	100.00%	100.00%
Rural residential real estate			
Acceptable	**100.00%**	100.00%	100.00%
Total	**100.00%**	100.00%	100.00%
International			
Acceptable	**100.00%**	100.00%	100.00%
Total	**100.00%**	100.00%	100.00%
Total Loans			
Acceptable	**97.27%**	97.56%	97.29%
OAEM	**1.51%**	1.35%	1.98%
Substandard	**1.22%**	1.09%	0.73%
Total	**100.00%**	100.00%	100.00%

Impaired loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms. The following presents information relating to impaired loans including accrued interest.

	December 31		
	2019	2018	2017
Nonaccrual loans:			
Current as to principal and interest	**$ 4,539**	$ 3,453	$ 3,849
Past due	**3,247**	3,426	1,078
Total nonaccrual loans	**7,786**	6,879	4,927
Impaired accrual loans:			
Restructured	**1,132**	334	345
Total impaired accrual loans	**1,132**	334	345
Total impaired loans	**$ 8,918**	$ 7,213	$ 5,272

The Association had no loans classified as accruing loans 90 days or more past due for the years presented.

There were no material commitments to lend additional funds to debtors whose loans were classified impaired for 2019, 2018 and 2017. This amount was not considered when establishing the reserve for unfunded commitment.

High risk assets consist of impaired loans and other property owned. The following table presents these in a more detailed manner than the previous table. These nonperforming assets (including related accrued interest) are as follows:

	December 31		
	2019	2018	2017
Nonaccrual loans			
Real estate mortgage	**$ 3,910**	$ 3,448	$ 1,871
Production and intermediate-term	**3,876**	3,093	3,056
Agribusiness	**–**	338	–
Total nonaccrual loans	**7,786**	6,879	4,927
Accruing restructured loans			
Real estate mortgage	**321**	334	345
Production and intermediate-term	**811**	–	–
Total accruing restructured loans	**1,132**	334	345
Total high risk assets	**$ 8,918**	$ 7,213	$ 5,272

The Association had no other property owned for the years presented.

Additional impaired loan information is as follows:

	Recorded Investment at 12/31/19	Unpaid Principal Balance*	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ –	$ –	$ –	$ –	$ 12
Production and intermediate-term	2,316	2,314	132	1,111	–
Total	$ 2,316	$ 2,314	$ 132	$ 1,111	$ 12
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 4,231	$ 4,833		$ 5,735	$ 541
Production and intermediate-term	2,371	2,905		3,057	56
Agribusiness	–	141		211	1
Total	$ 6,602	$ 7,879		$ 9,003	$ 598
Total impaired loans:					
Real estate mortgage	$ 4,231	$ 4,833	$ –	$ 5,735	$ 553
Production and intermediate-term	4,687	5,219	132	4,168	56
Agribusiness	–	141	–	211	1
Total	$ 8,918	$ 10,193	$ 132	$ 10,114	$ 610

	Recorded Investment at 12/31/18	Unpaid Principal Balance*	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 334	$ 333	$ 6	$ 350	$ –
Production and intermediate-term	311	372	52	357	–
Agribusiness	338	343	105	47	–
Total	$ 983	$ 1,048	$ 163	$ 754	$ –
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 3,448	$ 4,098		$ 2,991	$ 86
Production and intermediate-term	2,782	2,939		3,560	4
Total	$ 6,230	$ 7,037		$ 6,551	$ 90
Total impaired loans:					
Real estate mortgage	$ 3,782	$ 4,431	$ 6	$ 3,341	$ 86
Production and intermediate-term	3,093	3,311	52	3,917	4
Agribusiness	338	343	105	47	–
Total	$ 7,213	$ 8,085	$ 163	$ 7,305	$ 90

	Recorded Investment at 12/31/17	Unpaid Principal Balance*	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 385	$ 664	$ 76	$ 910	$ –
Production and intermediate-term	474	524	84	666	–
Total	$ 859	$ 1,188	$ 160	$ 1,576	$ –
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 1,831	$ 2,035		$ 5,113	$ 744
Production and intermediate-term	2,582	2,677		1,917	55
Total	$ 4,413	$ 4,712		$ 7,030	$ 799
Total impaired loans:					
Real estate mortgage	$ 2,216	$ 2,699	$ 76	$ 6,023	$ 744
Production and intermediate-term	3,056	3,201	84	2,583	55
Total	$ 5,272	$ 5,900	$ 160	$ 8,606	$ 799

* Unpaid principal balance represents the recorded principal balance of the loan

Interest income is recognized and cash payments are applied on nonaccrual impaired loans as described in Note 2. The following table presents interest income recognized on impaired loans.

	Year Ended December 31		
	2019	2018	2017
Interest income recognized on:			
Nonaccrual loans	**$ 556**	$ 59	$ 779
Restructured accrual loans	**47**	19	10
Accrual loans 90 days or more past due	**7**	12	10
Interest income not recognized on impaired loans	**$ 610**	$ 90	$ 799

Interest income on nonaccrual and accruing restructured loans that would have been recognized under the original terms of the loans follows.

	Year Ended December 31		
	2019	2018	2017
Interest income which would have been recognized under the original loan terms	**$ 721**	$ 433	$ 390
Less: interest income recognized	**603**	78	789
Interest income not recognized/(recognized)	**$ 118**	$ 355	$ (399)

The following table provides an age analysis of past due loans (including accrued interest).

December 31, 2019	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Recorded Investment in Loans Outstanding	Recorded Investment > 90 Days and Accruing
Real estate mortgage	$ 3,464	$ 314	$ 3,778	$ 946,531	$ 950,309	$ –
Production and intermediate-term	2,370	–	2,370	234,318	236,688	–
Agribusiness	2	–	2	153,854	153,856	–
Rural infrastructure	–	–	–	67,700	67,700	–
Rural residential real estate	99	–	99	1,319	1,418	–
International	–	–	–	6,267	6,267	–
Total	$ 5,935	$ 314	$ 6,249	$1,409,989	$1,416,238	$ –

December 31, 2018	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Recorded Investment in Loans Outstanding	Recorded Investment > 90 Days and Accruing
Real estate mortgage	$ 2,974	$ 497	$ 3,471	$ 879,449	$ 882,920	$ –
Production and intermediate-term	1,312	2,283	3,595	217,735	221,330	–
Agribusiness	–	–	–	130,336	130,336	–
Rural infrastructure	–	–	–	57,324	57,324	–
Rural residential real estate	–	–	–	2,013	2,013	–
International	–	–	–	4,936	4,936	–
Total	$ 4,286	$ 2,780	$ 7,066	$1,291,793	$1,298,859	$ –

December 31, 2017	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Recorded Investment in Loans Outstanding	Recorded Investment > 90 Days and Accruing
Real estate mortgage	$ 1,876	$ 760	$ 2,636	$ 819,073	$ 821,709	$ –
Production and intermediate-term	1,176	–	1,176	209,176	210,352	–
Agribusiness	–	–	–	119,153	119,153	–
Rural infrastructure	–	–	–	47,133	47,133	–
Rural residential real estate	–	–	–	1,917	1,917	–
International	–	–	–	4,929	4,929	–
Total	$ 3,052	$ 760	$ 3,812	$1,201,381	$1,205,193	$ –

Note: The recorded investment in the loan receivable is the face amount increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges, or acquisition costs and may also reflect a previous direct write-down of the loan receivable.

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider.

The following table presents additional information regarding troubled debt restructurings (whether accrual or nonaccrual) that occurred during the year.

	Year Ended December 31					
	2019		2018		2017	
	Outstanding Recorded Investment					
	Pre-modification	**Post-modification**	Pre-modification	Post-modification	Pre-modification	Post-modification
Troubled debt restructurings:						
Real estate mortgage	**$ 139**	**$ 139**	$ 327	$ 327	$ –	$ –
Production and intermediate-term	**3,846**	**3,841**	–	–	–	–
Total	**$ 3,985**	**$ 3,980**	$ 327	$ 327	$ –	$ –

Note: Pre-modification represents the recorded investment in the loan receivable just prior to restructuring and post-modification represents the recorded investment in the loan receivable immediately following the restructuring. The recorded investment is the face amount of the loan receivable increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges, or acquisition costs and may also reflect a previous direct write-down of the loan receivable.

The Association had no TDRs that occurred within the previous 12 months of that year and for which there was a payment default. There were no additional commitments to lend to borrowers whose loans have been modified in TDRs at December 31, 2019, 2018 and 2017.

The following table provides information on outstanding loans restructured in troubled debt restructurings at period end. These loans are included as impaired loans in the impaired loan table at December 31.

	Loans modified as TDRs			TDRs in Nonaccrual Status*		
	2019	2018	2017	**2019**	2018	2017
Real estate mortgage	**$ 668**	$ 634	$ 345	**$ 347**	$ 300	$ –
Production and intermediate-term	**3,391**	37	49	**2,580**	37	49
Total	**$ 4,059**	$ 671	$ 394	**$ 2,927**	$ 337	$ 49

*Represents the portion of loans modified as TDRs that are in nonaccrual status.

A summary of changes in the allowance for loan losses and period end recorded investment in loans is as follows:

	Balance at December 31, 2018	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2019
Real estate mortgage	$ 911	$ –	$ 3	$ (172)	$ 742
Production and intermediate-term	1,523	256	–	25	1,292
Agribusiness	582	130	11	578	1,041
Rural infrastructure	135	–	–	41	176
Rural residential real estate	–	–	–	1	1
International	2	–	–	1	3
Total	$ 3,153	$ 386	$ 14	$ 474	$ 3,255

	Balance at December 31, 2017	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2018
Real estate mortgage	$ 1,271	$ –	$ 3	$ (363)	$ 911
Production and intermediate-term	1,241	157	–	439	1,523
Agribusiness	774	–	–	(192)	582
Rural infrastructure	119	–	–	16	135
International	3	–	–	(1)	2
Total	$ 3,408	$ 157	$ 3	$ (101)	$ 3,153

	Balance at December 31, 2016	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2017
Real estate mortgage	$ 1,799	$ –	$ 137	$ (665)	$ 1,271
Production and intermediate-term	466	–	–	775	1,241
Agribusiness	189	–	–	585	774
Rural infrastructure	93	–	–	26	119
International	2	–	–	1	3
Total	$ 2,549	$ –	$ 137	$ 722	$ 3,408

The Association maintains a separate reserve for unfunded commitments, which is included in Liabilities on our Consolidated Statement of Condition. The related provision for the reserve for unfunded commitments is included as part of the provision for credit losses on the Consolidated Statement of Comprehensive Income, along with the provision for loan losses.

A summary of changes in the reserve for unfunded commitments follows:

	For the Year Ended December 31		
	2019	2018	2017
Balance at beginning of period	**$ 521**	$ 210	$ 201
Provision for reserve for unfunded commitments	**57**	311	9
Total	**$ 578**	$ 521	$ 210

Additional information on the allowance for loan losses follows:

	Allowance for Loan Losses Ending Balance at December 31, 2019		Recorded Investment in Loans Outstanding Ending Balance at December 31, 2019	
	Individually evaluated for impairment	Collectively evaluated for impairment	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate mortgage	$ –	$ 742	$ 4,231	$ 946,078
Production and intermediate-term	132	1,160	4,687	232,001
Agribusiness	–	1,041	–	153,856
Rural infrastructure	–	176	–	67,700
Rural residential real estate	–	1	–	1,418
International	–	3	–	6,267
Total	$ 132	$ 3,123	$ 8,918	$ 1,407,320

	Allowance for Loan Losses Ending Balance at December 31, 2018		Recorded Investment in Loans Outstanding Ending Balance at December 31, 2018	
	Individually evaluated for impairment	Collectively evaluated for impairment	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate mortgage	$ 6	$ 905	$ 3,782	$ 879,138
Production and intermediate-term	52	1,471	3,093	218,237
Agribusiness	106	476	338	129,998
Rural infrastructure	–	135	–	57,324
Rural residential real estate	–	–	–	2,013
International	–	2	–	4,936
Total	$ 164	$ 2,989	$ 7,213	$ 1,291,646

	Allowance for Loan Losses Ending Balance at December 31, 2017		Recorded Investment in Loans Outstanding Ending Balance at December 31, 2017	
	Individually evaluated for impairment	Collectively evaluated for impairment	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate mortgage	$ 76	$ 1,195	$ 2,216	$ 819,493
Production and intermediate-term	84	1,157	3,056	207,296
Agribusiness	–	774	–	119,153
Rural infrastructure	–	119	–	47,133
Rural residential real estate	–	–	–	1,917
International	–	3	–	4,929
Total	$ 160	$ 3,248	$ 5,272	$ 1,199,921

NOTE 4 – INVESTMENT IN COBANK

At December 31, 2019, the Association's investment in CoBank is in the form of Class A stock with a par value of $100.00 per share. The Association is required to own stock in CoBank to capitalize its direct loan balance and participation loans sold to CoBank. The current requirement for capitalizing its direct loan from CoBank is 4.00 percent of the Association's prior year average direct loan balance. The current requirement for capitalizing patronage-based participation loans sold to CoBank is 8.00 percent of the Association's prior ten-year average balance of such participations sold to CoBank. Under the current CoBank capital plan, patronage from CoBank related to these participations sold is paid 75 percent cash and 25 percent Class A stock on participations for agricultural cooperatives and communications customers and 80 percent cash and 20 percent Class A stock on participations for electric distribution and generation cooperatives and rural water customers. The capital plan is evaluated annually by CoBank's board of directors and management and is subject to change.

CoBank may require the holders of its equities to subscribe for such additional capital as may be needed to meet its capital requirements for its joint and several liability under the Farm Credit Act and regulations. In making such a capital call, CoBank shall take into account the financial condition of each such holder and such other considerations, as it deems appropriate.

The Association owned 1.23 percent of the outstanding common stock of CoBank at December 31, 2019 with 1.19 percent at 2018 and 2017.

NOTE 5 – PREMISES AND EQUIPMENT

Premises and equipment consisted of the following.

	December 31		
	2019	2018	2017
Land	**$ 3,028**	$ 3,028	$ 1,520
Buildings and leasehold improvements	**6,027**	5,851	5,851
Furniture, equipment and automobiles	**2,385**	2,263	2,029
Construction in progress	**1,098**	101	–
	12,538	11,243	9,400
Less: accumulated depreciation	**3,209**	2,859	2,483
Total	**$ 9,329**	$ 8,384	$ 6,917

NOTE 6 – NOTE PAYABLE TO COBANK

The Association's indebtedness to CoBank represents borrowings by the Association to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and is governed by a General Financing Agreement (GFA). According to the agreement, the aggregate outstanding amount of principal and accrued interest shall not at any time exceed the line of credit. The GFA is subject to periodic renewals in the normal course of business. The GFA will mature on December 31, 2022. The Association was in compliance with the terms and conditions of the GFA as of December 31, 2019. Substantially all borrower loans are match-funded with CoBank. Payments and disbursements are made on the note payable to CoBank on the same basis the Association collects payments from and disburses on borrower loans. The interest rate may periodically be adjusted by CoBank based on the terms and conditions of the borrowing.

	December 31		
	2019	2018	2017
Line of credit	**$ 1,250,000**	$ 1,150,000	$ 1,075,000
Outstanding principal and accrued interest balance	**$ 1,179,722**	$ 1,073,248	$ 992,915
Average outstanding principal balance under the line of credit	**$ 1,112,177**	$ 1,018,452	$ 960,625
Weighted average interest rate	**2.79%**	2.52%	1.99%

Under the Farm Credit Act, the Association is obligated to borrow only from CoBank, unless CoBank gives approval to borrow elsewhere. Other than the funding relationship with the Bank, and our advanced conditional payments, the Association has no other uninsured or insured debt. See Note 2 for additional information. CoBank, consistent with FCA regulations, has established limitations on the Association's ability to borrow funds based on specified factors or formulas relating primarily to credit quality and financial condition. At December 31, 2019, the Association's notes payable was within the specified limitations.

The Association has the opportunity to commit loanable funds with CoBank under a variety of programs at either fixed or variable rates for specified timeframes. Participants in the program receive a credit on the committed loanable funds balance classified as a reduction of interest expense. These committed funds are netted against the note payable to the Bank. The average committed funds as of December 31 are as follows:

	2019	2018	2017
Average committed funds	**$ 229,864**	$ 220,044	$ 208,970
Average rates	**2.32%**	2.11%	1.58%

NOTE 7 – SHAREHOLDERS' EQUITY

Descriptions of the Association's capitalization, protection mechanisms, regulatory capitalization requirements and restrictions, and equities are provided below.

A. Protected Borrower Stock

Protection of certain stock is provided under the Farm Credit Act which requires the Association, when retiring protected stock, to retire it at par or stated value regardless of its book value. Protected stock includes stock and allocated equities which were outstanding as of January 6, 1988, or were issued or allocated prior to October 6, 1988.

B Capital Stock

In accordance with the Farm Credit Act, each borrower is required to invest in the Association as a condition of borrowing. The borrower normally acquires ownership of the stock at the time the loan is made, but usually does not make a cash investment. Generally, the aggregate par value of the stock is added to the principal amount of the related loan obligation. The Association has a first lien on the stock owned by its borrowers. Retirement of such equities will generally be at the lower of par or book value, and repayment of a loan does not automatically result in retirement of the corresponding stock. Our bylaws generally permit stock to be retired at the discretion of the Board of Directors and in compliance with our capitalization plans, provided prescribed capital standards have been met. At December 31, 2019, we exceeded the prescribed standards. We do not anticipate any significant changes in capital that would affect the normal retirement of stock.

Capitalization bylaws allow stock requirements to range from the lesser of one thousand dollars or 2.00 percent of the amount of the loan to 10.00 percent of the loan. The Board of Directors has the authority to change the minimum required stock level of a shareholder as long as the change is within this range. Currently, the Association has a stock requirement of the lesser of one thousand dollars or 2.00 percent of the amount of the borrower's combined loan volume.

C. Regulatory Capitalization Requirements and Restrictions

The Farm Credit Administration sets minimum regulatory capital requirements for Banks and Associations. Effective January 1, 2017, new regulatory capital surplus requirements for Banks and Associations were adopted. These new requirements replaced the core surplus and total surplus requirements with Common Equity Tier 1, Tier 1 Capital and Total Capital risk-based capital ratio requirements. The new requirements also replaced the existing net collateral ratio for System Banks with a Tier 1 Leverage ratio and an Unallocated Retained Earnings (URE) and URE Equivalents Leverage ratio that are applicable to both the Banks and Associations. The Permanent Capital Ratio continues to remain in effect; however, the risk-adjusted assets are calculated differently than in the past.

The following sets forth the regulatory capital ratio requirements and ratios at December 31.

Ratio	Primary Components of Numerator	Denominator	2019	2018	2017	Minimum with Buffer*	Minimum Requirement
Common Equity Tier 1 (CET1) Capital	Unallocated retained earnings (URE), common cooperative equities (qualifying capital stock and allocated equity)[1]	Risk-adjusted assets	17.06%	17.48%	17.59%	7.0%	4.5%
Tier 1 Capital	CET1 Capital, noncumulative perpetual preferred stock	Risk-adjusted assets	17.06%	17.48%	17.59%	8.5%	6.0%
Total Capital	Tier 1 Capital, allowance for loan losses[2], common cooperative equities[3], and term preferred stock and subordinated debt[4]	Risk-adjusted assets	17.30%	17.74%	17.90%	10.5%	8.0%
Tier 1 Leverage**	Tier 1 Capital	Total assets	17.56%	17.98%	17.99%	5.0%	4.0%
Unallocated Retained Earnings and URE Equivalents (UREE) Leverage	URE and URE Equivalents	Total assets	18.68%	19.03%	18.91%	–	1.5%
Permanent Capital	Retained earnings, common stock, non-cumulative perpetual preferred stock and subordinated debt, subject to certain limits	Risk-adjusted assets	17.10%	17.52%	17.64%	–	7.0%

* The new capital requirements have a three-year phase-in of the capital conservation buffer applied to the risk-adjusted capital ratios. There is no phase-in of the leverage buffer. Amounts shown reflect the full capital conservation buffer.
** Must include the regulatory minimum requirement for the URE and UREE Leverage ratio.
[1] Equities outstanding 7 or more years
[2] Capped at 1.25% of risk-adjusted assets
[3] Outstanding 5 or more years, but less than 7 years
[4] Outstanding 5 or more years

If the capital ratios fall below the total requirements, including the buffer amounts, capital distributions (equity redemptions, dividends and patronage) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval.

An FCA regulation empowers it to direct a transfer of funds or equities by one or more System institutions to another System institution under specified circumstances. This regulation has not been utilized to date. The Association has not been called upon to initiate any transfers and is not aware of any proposed action under this regulation.

D. Description of Equities

The following paragraphs describe the attributes of each class of stock authorized by the Association bylaws and indicate the number of shares outstanding at December 31, 2019. Unless otherwise indicated, all classes of stock have a par value of $5.00. All classes of stock are transferrable to other customers who are eligible to hold such classes of stock. Transfers of stock are only allowed as long as the Association meets the regulatory minimum capital requirements. Refer to the Management's Discussion and Analysis Capital Resources discussion for further information.

Class A — Preferred Stock (Nonvoting, at-risk, no shares outstanding) - Represents Association retained earnings, dividends or patronage distributions allocated on or after October 6, 1988. This stock may also represent Class B or Class C Common Stock of a borrower which automatically converts to Class A two years after repayment of the loan in full. Retirement is at the sole discretion of the Board of Directors.

Class B — Common Stock (Voting, at-risk, 689,374 shares outstanding) - Issued on or after October 6, 1988, for farm and ranch loans. Retirement is at the sole discretion of the Board of Directors. If the Association is unable to retire Class B Common Stock, or if the borrower elects to keep his/her investment in the Association after repayment of the loan in full, the stock must be converted to Class A Preferred Stock within two years.

Class C — Common Stock (Nonvoting, at-risk, 2,341 shares outstanding) - Issued on or after October 6, 1988, for farm-related and rural home loans and to other persons or organizations who are eligible to borrow but are not eligible to hold voting stock. Retirement is at the sole discretion of the Board of Directors. If the Association is unable to retire Class C Common Stock, or if the borrower elects to keep his/her investment in the Association after repayment of the loan in full, the stock must be converted to Class A Preferred Stock within two years.

Class D — Investor Stock (Nonvoting, at-risk, no shares outstanding) - Available to outside parties.

Class E — Preferred Stock (Nonvoting, at-risk, no shares outstanding) - Issued only to CoBank in consideration of financial assistance to the Association from CoBank. Retirement is at the sole discretion of the Board of Directors.

Class F — Common Stock (Voting, protected, no shares outstanding) - Issued prior to October 6, 1988, to borrowers entitled to vote. It must be retired at par value upon repayment of the loan unless the borrower elects to retain his/her investment in the Association. If so, the stock must be converted to Class G Common Stock within two years after loan repayment in full.

Class G — Common Stock (Nonvoting, protected, no shares outstanding) - Formerly participation certificates, this represents stock issued prior to October 6, 1988, to rural residence borrowers and others not eligible to vote. This stock may also represent Class F Common Stock of a borrower which automatically converts to Class G Common Stock two years after repayment of the loan in full. It must be retired at par value upon repayment of the loan unless the borrower elects to retain his/her investment in the Association.

The changes in the number of shares of protected and capital stock outstanding during 2019 are summarized in the following table.

Shares in whole numbers	Capital
Balance outstanding at January 1, 2019	670,310
Issuances	86,810
Retirements	(65,405)
Balance outstanding at December 31, 2019	691,715

E. Patronage and/or Dividends

Dividends may be declared or patronage distributions allocated to holders of Class B, C, F and G Stock out of the whole or any part of net earnings which remain at the end of the fiscal year, as the Board of Directors may determine, in accordance with the regulations for banks and associations of the System. However, distributions and retirements are precluded by regulation until the minimum capital adequacy standards have been attained. Amounts not distributed are retained as unallocated retained earnings. The Association made a cash patronage distribution of $6.0 million in 2019, $5.0 million during 2018 and $4.7 million during 2017. The Association declared a cash patronage of $7.0 million in 2019 for distribution in 2020.

In the event of liquidation or dissolution of the Association, any assets of the Association remaining after payment or retirement of all liabilities shall be distributed in the following order of priority: First, to the holders, pro rata of Class E Preferred Stock (if any) until an amount equal to the aggregate par value of all such shares then issued and outstanding has been distributed to such holders; second, to the holders, pro rata, of all classes of common stock, until an amount equal to the aggregate par value of all such shares then issued and outstanding has been distributed to such holders; third, to the holders of allocated surplus evidenced by qualified written notices of allocation, in the order of year of issuance and pro-rata by year of issuance; fourth, to the holders of allocated surplus evidenced by non-qualified written notices of allocation, in the order of year of issuance and pro-rata by year of issuance; fifth, any remaining assets of the Association after such distributions shall be distributed to present and former Patrons on a patronage basis, to the extent practicable.

At each year end, the Board of Directors evaluates whether to retain the Association's net income to strengthen its capital position or to distribute a portion of the net income to customers by declaring a qualified/cash patronage refund. For 2019, the Association allocated 29.08 percent of its patronage-sourced net income to its patrons.

F. Accumulated Other Comprehensive Income/Loss

The Association reports accumulated other comprehensive loss in its Consolidated Statement of Changes in Shareholders' Equity. As more fully described in Note 2, accumulated other comprehensive income/loss results from the recognition of the Pension Restoration Plan's net unamortized gains and losses and prior service costs or credits. The Association has accumulated other comprehensive loss of $320 in 2019, $318 in 2018 and $241 in 2017. There were no other items affecting comprehensive income or loss.

The following table presents activity in the accumulated other comprehensive income/(loss), net of tax by component.

	2019	2018	2017
Pension and other benefit plans:			
Beginning balance	**$ (318)**	$ (241)	$ (163)
Other comprehensive loss before reclassifications	**(73)**	(154)	(119)
Amounts reclassified from accumulated other comprehensive loss	**71**	77	41
Net current period other comprehensive loss	**(2)**	(77)	(78)
Year-end balance	**$ (320)**	$ (318)	$ (241)

The following table represents reclassifications out of accumulated other comprehensive loss.

	Amount Reclassified from Accumulated Other Comprehensive Loss			Location of Gain/Loss Recognized in Statement of Income
	December 31			
	2019	2018	2017	
Pension and other benefit plans: Net actuarial loss	**$ 71**	$ 77	$ 41	Salaries and employee benefits
Total reclassifications	**$ 71**	$ 77	$ 41	

NOTE 8 – PATRONAGE DISTRIBUTION FROM FARM CREDIT INSTITUTIONS

Patronage income recognized from Farm Credit institutions to the Association follows.

	2019	2018	2017
CoBank	**$ 4,452**	$ 5,222	$ 4,364
Farm Credit Foundations	**13**	9	10
Total	**$ 4,465**	$ 5,231	$ 4,374

Patronage distributed from CoBank was in cash and stock. The amount earned in 2019 was accrued and will be paid by CoBank in March 2020. The amount earned and accrued in 2018 and 2017 was paid by CoBank in March of the following year. In 2018, we received a one-time cash patronage distribution from CoBank of $610 relating to tax reform changes.

Patronage distributed by Farm Credit Foundations was accrued at the end of the year and will be paid in March 2020. Farm Credit Foundations, a human resource service provider for a number of Farm Credit institutions, provides our payroll and human resource services.

NOTE 9 – INCOME TAXES

The provision for/(benefit from) income taxes follows.

	Year Ended December 31		
	2019	2018	2017
Current:			
Federal	**$ 6**	$ 9	$ 7
State	**2**	3	3
Deferred:			
Federal	**–**	(6)	(221)
State	**–**	(2)	(41)
Provision for/(Benefit from) income taxes	**$ 8**	$ 4	$ (252)

The provision for/(benefit from) income tax differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as follows.

	Year Ended December 31		
	2019	2018	2017
Federal tax at statutory rate	**$ 5,062**	$ 4,810	$ 6,765
State tax, net of federal benefit	**2**	1	(25)
Effect of nontaxable entity	**(4,999)**	(4,579)	(6,452)
Prior year federal tax adjustments	**–**	–	1
Change in valuation allowance	**(155)**	289	–
Patronage refunds to borrowers	**(66)**	(517)	(528)
Change in tax rates	**–**	–	(4)
Provision to return difference	**164**	–	–
Other	**–**	–	(9)
Provision for/(Benefit from) income taxes	**$ 8**	$ 4	$ (252)

Deferred tax assets and liabilities are comprised of the following.

	December 31		
	2019	2018	2017
Deferred income tax assets:			
Allowance for loan losses	**$ 384**	$ 461	$ 318
Nonaccrual loan interest	**106**	51	32
Net operating loss carryforward	**78**	78	78
Fair market value on loans related to merger	**1**	2	11
Gross deferred tax assets	**569**	592	439
Deferred tax asset valuation allowance	**(164)**	(354)	–
Deferred income tax liabilities:			
Bank patronage allocations	**(179)**	–	(175)
Excess book depreciation > Tax depreciation	**(226)**	(238)	(272)
Gross deferred tax assets	**(405)**	(238)	(447)
Net deferred tax liability	**$ –**	$ –	$ (8)

The calculation of deferred tax assets and liabilities involves various management estimates and assumptions as to future taxable earnings, including the amount of non-patronage income and patronage income retained. The expected future tax rates are based upon enacted tax laws.

The Association recorded a valuation allowance of $164 in 2019, compared with $354 in 2018 and none in 2017. The Association will continue to evaluate the realizability of the deferred tax assets and adjust the valuation allowance accordingly. Due to tax reform, any federal and state net operating losses recorded in 2019 and 2018 have an indefinite carryforward period. No additional net operating loss was recorded in 2019 and 2018. At December 31, 2017, the Association had federal and state net operating loss carryforwards of $78 that expire from 2033 to 2035.

The benefit from income tax expense in 2017 resulted primarily from the increase in the deferred tax asset related to the allowance for loan losses. The benefit from income taxes was also impacted by the enactment of federal tax legislation in late December 2017 which, among other things, lowered the federal corporate tax rate from 35 percent to 21 percent beginning in 2018. In accordance with GAAP, the change to the lower corporate tax rate led to a revaluation of the Association's deferred tax assets and deferred tax liabilities in the period of enactment (2017).

The Association has no uncertain tax positions as of December 31, 2019, 2018 or 2017. The Association recognizes interest and penalties related to unrecognized tax positions as an adjustment to income tax expense. The tax years that remain open for federal and major state income tax jurisdictions are 2016 and forward.

NOTE 10 – EMPLOYEE BENEFIT PLANS

Certain employees participate in the Ninth Retirement Plan, a multi-employer defined benefit retirement plan. The Department of Labor has determined the plan to be a governmental plan; therefore, the plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). As the plan is not subject to ERISA, the plan's benefits are not insured by the Pension Benefit Guaranty Corporation. Accordingly, the amount of accumulated benefits that participants would receive in the event of the plan's termination is contingent on the sufficiency of the plan's net assets to provide benefits at that time. This Plan is noncontributory and covers eligible employees. The assets, liabilities, and costs of the plan are not segregated by participating entities. As such, plan assets are available for any of the participating employers' retirees at any point in time. Additionally, if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. Further, if the Association chooses to stop participating in the plan, the Association may be required to pay an amount based on the underfunded status of the plan, referred to as a withdrawal liability. Because of the multi-employer nature of the plan, any individual employer is not able to unilaterally change the provisions of the plan. If an employee moves to another employer within the same plan, the employee benefits under the plan transfer. Benefits are based on salary and years of service. There is no collective bargaining agreement in place as part of this plan.

The defined benefit pension plan reflects an unfunded liability totaling $81.2 million at December 31, 2019. The pension benefits funding status reflects the net of the fair value of the plan assets and the projected benefit obligation at the date of these consolidated financial statements. The projected benefit obligation is the actuarial present value of all benefits attributed by the pension benefit formula to employee service rendered prior to the measurement date based on assumed future compensation levels. The projected benefit obligation of the plan was $333.7 million at December 31, 2019, $274.4 million at December 31, 2018 and $292.6 million at December 31, 2017. The fair value of

the plan assets was $252.5 million at December 31, 2019, $204.9 million at December 31, 2018 and $208.0 million at December 31, 2017. The amount of the pension benefits funding status is subject to many variables including performance of plan assets and interest rate levels. Therefore, changes in assumptions could significantly affect these estimates.

Costs are determined for each individual employer based on costs directly related to its current employees as well as an allocation of the remaining costs based proportionately on the estimated ownership percentage of the employer under this plan. The Association recognizes its proportional share of expense and contributes a proportional share of funding. Total plan expense for participating employers was $6.8 million in 2019, $10.8 million in 2018 and $12.7 million in 2017. The Association's allocated share of plan expenses included in salaries and employee benefits was $792 in 2019, $1.3 million in 2018 and $1.4 million in 2017. Participating employers contributed $20.0 million in 2019, $20.0 million in 2018 and $20.0 million in 2017 to the plan. The Association's allocated share of these pension contributions was $2.3 million in 2019, $2.3 million in 2018 and $2.3 million in 2017. While the plan is a governmental plan and is not subject to minimum funding requirements, the employers contribute amounts necessary on an actuarial basis to provide the plan with sufficient assets to meet the benefits to be paid to participants. The amount of the total employer contributions expected to be paid into the pension plans during 2020 is $30.0 million. The Association's allocated share of these pension contributions is expected to be $3.6 million. The amount ultimately to be contributed and the amount ultimately recognized as expense as well as the timing of those contributions and expenses, are subject to many variables including performance of plan assets and interest rate levels. These variables could result in actual contributions and expenses being greater than or less than anticipated.

Postretirement benefits other than pensions are provided through the Farm Credit Foundations Retiree Medical Plan to retired employees of the Association. Benefits provided are determined on a graduated scale based on years of service. The anticipated costs of these benefits were accrued during the period of the employee's active service. Postretirement benefits (primarily health care benefits) included in salaries and employee benefits were income of $7 in 2019, $5 in 2018 and $7 in 2017. The Association made cash contributions of $21 in 2019, $21 in 2018 and $22 in 2017.

The Association participates in a non-qualified defined benefit Pension Restoration Plan that is unfunded. The plan provides retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under the Pension Restoration Plan are offset by the benefits payable from the Pension Plan. Pension Restoration Plan expenses included in salaries and employee benefits were $159 in 2019, $104 in 2018 and $49 in 2017.

The funding status and the amounts recognized in the Consolidated Statement of Condition for the Association's Pension Restoration Plan follows.

	Nonqualified Pension Benefits		
	2019	2018	2017
Change in projected benefit obligation:			
Benefit obligation at the beginning of the period	**$ 318**	$ 241	$ 289
Service cost	**76**	20	1
Interest cost	**12**	7	8
Actuarial loss	**73**	154	119
Benefits paid	**–**	(104)	(176)
Benefit obligation at the end of the period	**$ 479**	$ 318	$ 241
Company contributions	**–**	104	176
Benefits paid	**–**	(104)	(176)
Fair value of plan assets at the end of the period	**$ –**	$ –	$ –
Funded status of the plan	**$ (479)**	$ (318)	$ (241)

	Nonqualified Pension Benefits		
	2019	2018	2017
Amounts recognized in the Consolidated Statement of Condition consist of:			
Liabilities	**$ 479**	$ 318	$ 241
Net amount recognized	**$ 479**	$ 318	$ 241

The following table represents the amounts included in accumulated other comprehensive income/loss for the Pension Restoration Plan at December 31.

	2019	2018	2017
Net actuarial loss	**$ (320)**	$ (318)	$ (241)
Total amount recognized in AOCI/(loss)	**$ (320)**	$ (318)	$ (241)

An estimated net actuarial loss of $68 for the Pension Restoration Plan will be amortized into income over the next year.

The projected and accumulated benefit obligation for the Pension Restoration Plan at December 31 was:

	2019	2018	2017
Projected benefit obligation	**$ 479**	$ 318	$ 241
Accumulated benefit obligation	**$ 479**	$ 263	$ 184

The net periodic pension expense for the Pension Restoration Plan included in the Consolidated Statement of Comprehensive Income is comprised of the following at December 31.

	Pension Benefits		
	2019	2018	2017
Components of net periodic benefit cost			
Service cost	**$ 76**	$ 20	$ 1
Interest cost	**12**	7	8
Net amortization and deferral	**71**	77	40
Net periodic benefit cost	**$ 159**	$ 104	$ 49

Changes in benefit obligation recognized in accumulated other comprehensive income/(loss) are included in the following table.

	2019	2018	2017
Current year net actuarial loss	**$ (73)**	$ (154)	$ (119)
Amortization of net actuarial loss	**71**	77	41
Total recognized in other comprehensive loss	**$ (2)**	$ (77)	$ (78)

Weighted average assumptions used to determine benefit obligation at December 31:

	Pension Benefits		
	2019	2018	2017
Discount rate	**2.59%**	4.06%	3.35%
Rate of compensation increase	**5.40%**	5.00%	5.00%

Beginning in 2019, the rate of compensation increase for the pension benefits was modified to an age-based scale beginning at 5.50%, decreasing ultimately to 3.50%.

Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31:

	Pension Benefits		
	2019	2018	2017
Discount rate			
Projected benefit obligation	**4.06%**	3.35%	3.51%
Service cost	**4.11%**	3.39%	3.58%
Interest cost	**3.93%**	3.13%	3.04%
Rate of compensation increase	**5.00%**	5.00%	5.00%

The Association expects to contribute $163 to the Pension Restoration Plan in 2020.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid.

	Pension Restoration Benefits
2020	$ 163
2021	$ 163
2022	$ 163
2023	$ –
2024	$ –
2025 – 2029	$ –

The Association also participates in the Farm Credit Foundations Defined Contribution/401(k) Plan. Employees who do not participate in the Pension Plan may receive benefits through the Employer Contribution portion of the Contribution Plan. In this plan, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue Code. The Association matches a certain percentage of employee contributions to the plan. Employer contributions to the Contribution Plan were $702 in 2019, $737 in 2018 and $600 in 2017.

NOTE 11 – RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Association enters into loan transactions with officers and directors of the Association, their immediate families and other organizations with which such persons may be associated. Such loans are subject to special approval requirements contained in the FCA regulations and are made on the same terms, including interest rates, amortization schedules and collateral, as those prevailing at the time for comparable transactions with unrelated borrowers.

The Association has a policy that loans to directors and senior officers must be maintained at an Acceptable or Other Assets Especially Mentioned (OAEM) credit classification. If the loan falls below the OAEM credit classification, corrective action must be taken and the loan brought back to either Acceptable or OAEM within a year. If not, the director or senior officer must resign from the Board of Directors or employment.

Loan information to related parties for the years ended December 31 is shown below.

	2019	2018	2017
Beginning balance	**$ 13,003**	$ 14,005	$ 14,184
New loans	**7,855**	8,459	8,012
Repayments	**(5,759)**	(8,973)	(8,341)
Reclassifications *	**(275)**	(488)	150
Ending balance	**$ 14,824**	$ 13,003	$ 14,005

* Represents loans that were once considered related party, but are no longer considered related party, or loans that were not related party that subsequently became related party loans.

In the opinion of management, none of the loans outstanding to officers and directors at December 31, 2019 involved more than a normal risk of collectibility.

The Association also has business relationships with certain other System entities. The Association paid $2.8 million in 2019, $2.5 million in 2018 and $2.1 million in 2017 to AgVantis for technology services. One Association officer, elected by AgVantis' owners, serves as an AgVantis' director. The Association paid $176 in 2019, $161 in 2018 and $152 in 2017 to Foundations for human resource services and $31 in 2019, $33 in 2018 and $32 in 2017 to CoBank for operational services.

NOTE 12 – REGULATORY ENFORCEMENT MATTERS

There are no regulatory enforcement actions in effect for the Association.

NOTE 13 – COMMITMENTS AND CONTINGENCIES

The Association has various commitments outstanding and contingent liabilities. With regard to contingent liabilities, there are no actions pending against the Association in which claims for monetary damages are asserted.

The Association may participate in financial instruments with off-balance sheet risk to satisfy the financing needs of its borrowers and to manage their exposure to interest-rate risk. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower. At December 31, 2019, $292.0 million of commitments to extend credit were outstanding.

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Statement of Condition until funded or drawn upon. The credit risk associated with issuing commitments is substantially the same as that involved in extending loans to borrowers and management applies the same credit policies to these commitments. Upon fully funding a commitment, the credit risk amounts are equal to the contract amounts, assuming that borrowers fail completely to meet their obligations and the collateral or other security is of no value. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower.

The Association also participates in standby letters of credits to satisfy the financing needs of its borrowers. These letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. At December 31, 2019, $3.1 million of standby letters of credit were outstanding with a nominal fair value. Outstanding standby letters of credit have expiration dates ranging from 2020 to 2030. The maximum potential amount of future payments the Association is required to make under the guarantees is $3.1 million. Payment/performance risk of the standby letters of credit guarantee is assessed using the same internal customer credit ratings that we use to manage credit risk in our loan portfolio.

NOTE 14 – FAIR VALUE MEASUREMENTS

Accounting guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. The fair value measurement is not an indication of liquidity. See Note 2 for additional information.

Assets measured at fair value on a recurring basis at December 31 for each of the fair value hierarchy values are summarized as follows:

	Fair Value Measurement Using			Total Fair
	Level 1	Level 2	Level 3	Value
Assets held in nonqualified benefits trusts				
2019	**$ 572**	**$ –**	**$ –**	**$ 572**
2018	$ 768	$ –	$ –	$ 768
2017	$ 813	$ –	$ –	$ 813

The Association has no liabilities measured at fair value on a recurring basis for the periods presented.

Assets measured at fair value on a non-recurring basis at December 31 for each of the fair value hierarchy values are summarized as follows:

	Fair Value Measurement Using			Total Fair
	Level 1	Level 2	Level 3	Value
Loans Assets:				
2019	**$ –**	**$ –**	**$ 2,424**	**$ 2,424**
2018	$ –	$ –	$ 968	$ 968
2017	$ –	$ –	$ 699	$ 699

The Association has no liabilities measured at fair value on a non-recurring basis for any of the periods presented.

Valuation Techniques

As more fully discussed in Note 2, accounting guidance establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair values of financial instruments represent the estimated amount to be received to sell an asset or paid to transfer or extinguish a liability in active markets among willing participants at the reporting date. Due to the uncertainty of expected cash flows resulting from financial instruments, the use of different assumptions and valuation methodologies could significantly affect the estimated fair value amounts. Accordingly, the estimated fair values may

not be indicative of the amounts for which the financial instruments could be exchanged in a current or future market transaction. The following presents a brief summary of the valuation techniques used by the Association for assets and liabilities subject to fair value measurement.

Assets Held in Non-Qualified Benefits Trusts

Assets held in trust funds related to deferred compensation and supplemental retirement plans are classified within Level 1. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace.

Loans

For impaired loans measured on a non-recurring basis, the fair value is based upon the underlying collateral since the loans are collateral-dependent loans for which real estate is the collateral. The fair value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters. As a result, a majority of these loans have fair value measurements that fall within Level 3 of the fair value hierarchy. When the value of the real estate, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established. The fair value of these loans would fall under Level 2 of the hierarchy if the process only uses independent appraisals and other market-based information.

NOTE 15 – QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Quarterly results of operations for the years ended December 31, 2019, 2018, and 2017, follow.

	2019				
	First	**Second**	**Third**	**Fourth**	**Total**
Net interest income	**$ 8,994**	**$ 8,981**	**$ 8,947**	**$ 9,738**	**$ 36,660**
Provision for credit losses/(Credit loss reversal)	**116**	**105**	**(57)**	**367**	**531**
Noninterest expense, net	**3,206**	**3,098**	**2,768**	**2,958**	**12,030**
Net income	**$ 5,672**	**$ 5,778**	**$ 6,236**	**$ 6,413**	**$ 24,099**

	2018				
	First	Second	Third	Fourth	Total
Net interest income	$ 8,538	$ 8,541	$ 8,399	$ 8,722	$ 34,200
(Credit loss reversal)/Provision for credit losses	(102)	376	(331)	267	210
Noninterest expense, net	2,748	2,781	2,140	3,419	11,088
Net income	$ 5,892	$ 5,384	$ 6,590	$ 5,036	$ 22,902

	2017				
	First	Second	Third	Fourth	Total
Net interest income	$ 7,730	$ 9,339	$ 7,969	$ 8,408	$ 33,446
Provision for credit losses/(Credit loss reversal)	312	(374)	1,071	(278)	731
Noninterest expense, net	3,470	3,052	3,068	2,975	12,565
Net income	$ 3,948	$ 6,661	$ 3,830	$ 5,711	$ 20,150

NOTE 16 – SUBSEQUENT EVENTS

The Association has evaluated subsequent events through March 9, 2020, which is the date the financial statements were issued, and no material subsequent events were identified.

Disclosure Information Required By Farm Credit Administration Regulations

(Amounts in Whole Dollars)

Description of Business

The description of the territory served, persons eligible to borrow, types of lending activities engaged in and financial services offered, and related Farm Credit organizations required to be disclosed in this section is incorporated herein by reference from Note 1 to the financial statements, "Organization and Operations," included in this annual report to shareholders.

The description of significant developments that had or could have a material impact on earnings or interest rates to borrowers, acquisitions or dispositions of material assets, material changes in the manner of conducting the business, seasonal characteristics, and concentrations of assets, if any, required to be disclosed in this section, is incorporated herein by reference from "Management's Discussion and Analysis" (MD&A) included in this annual report to shareholders.

Description of Property

The following table sets forth certain information regarding the properties of the Association:

Location	Description	Form of Ownership
601 East Kenosha Broken Arrow, Oklahoma	Office Building	Owned
536 Leahy Avenue Pawhuska, Oklahoma	Office Building	Rented
2303 West Main Durant, Oklahoma	Office Building	Owned
2100 SE Washington Street, Suite B Idabel, Oklahoma	Office Building	Rented
2810 West Shawnee Bypass Muskogee, Oklahoma	Office Building	Owned
2507 North Rockford Road Ardmore, Oklahoma	Office Building	Owned
1104 South George Nigh Expressway McAlester, Oklahoma	Office Building	Owned
28824 State Highway 112 Poteau, Oklahoma	Office Building	Owned
17765 US Highway 81 Kingfisher, Oklahoma	Office Building	Owned
623 South Western Stillwater, Oklahoma	Office Building	Owned
265 West Dwain Willis Avenue Vinita, Oklahoma	Office Building	Owned
509 West Paul Pauls Valley, Oklahoma	Office Building	Owned
805 Chisholm Trail Enid, Oklahoma	Office Building	Owned
1902 South Highway 81 Duncan, Oklahoma	Office Building & 2.39 Acres Land	Owned

Location	Description	Form of Ownership
1027 West Choctaw Avenue Chickasha, Oklahoma	Office Building	Owned
1420 North Clarence Nash Blvd. Watonga, Oklahoma	Office Building	Owned
2801 North Kickapoo, Suite B Shawnee, Oklahoma	Office Building	Rented
301 Lilac Drive, Suite 140 Edmond, Oklahoma	Office Building	Rented
3033 Progressive Drive Edmond, Oklahoma	4.47 Acres Land	Owned

* Rented property is leased at the fair market rate for the local area on a month to month basis with the exception of the temporary office space in Edmond which is an eighteen month lease.

LEGAL PROCEEDINGS AND ENFORCEMENT ACTIONS

Information required to be disclosed in this section is incorporated herein by reference from Note 12 to the financial statements, "Regulatory Enforcement Matters," and Note 13 to the financial statements, "Commitments and Contingencies," included in this annual report to shareholders.

DESCRIPTION OF CAPITAL STRUCTURE

Information required to be disclosed in this section is incorporated herein by reference from Note 7 to the financial statements, "Shareholders' Equity," included in this annual report to shareholders.

DESCRIPTION OF LIABILITIES

The description of debt outstanding required to be disclosed in this section is incorporated herein by reference from Note 6 to the financial statements, "Note Payable to CoBank," included in this annual report to shareholders.

The description of advance conditional payments is incorporated herein by reference to Note 2 to the financial statements, "Summary of Significant Accounting Policies," included in this annual report to shareholders.

The description of contingent liabilities required to be disclosed in this section is incorporated herein by reference from Note 13 included in this annual report to shareholders.

SELECTED FINANCIAL DATA

The selected financial data for the five years ended December 31, 2019, required to be disclosed in this section is incorporated herein by reference from the "Five-Year Summary of Selected Consolidated Financial Data," included in this annual report to shareholders.

MANAGEMENT'S DISCUSSION AND ANALYSIS

"Management's Discussion and Analysis," which appears within this annual report to shareholders and is required to be disclosed in this section, is incorporated herein by reference.

DIRECTORS AND SENIOR OFFICERS

The following represents certain information regarding the directors and senior officers of the Association.

DIRECTORS

Jay Grace — Chairman. Three-year term expiring in May 2021. Occupation for the past five years – Farming and ranching, operating under Rocking G Livestock, Inc. (stocker cattle). Partner in 4G Cattle Company, a family corporation (stocker cattle). Together with wife, Melissa, owns and operates the Ringling Eagle newspaper. Member of Ardmore First United Methodist Church. Fireman on the Claypool Volunteer Fire Department.

Roger Moore	Vice Chairman. Three-year term expiring in May 2021. Occupation for the past five years – Farming, ranching and owner/operator of Moore Farms, Moore Farms Rustic Weddings, and Moore Farms Dozer Service. Retired in June 2016 as a rural mail carrier. Vice Chairman of Mayes County Farm Bureau.
Eric Bilderback	Two-year term expiring in May 2020. This position will close in May 2020. Occupation for the past five years – Teaching Agricultural Education at El Reno High School. Has been a rancher for 30 years. Owns and operates Bilderback Cattle Company in Canadian County, which consists of a commercial cow/calf herd, stockers, club calves and purebred Herefords. Member of Masonic Lodge, Sirloin Club, Oklahoma Cattlemen's Association, Oklahoma Farm Bureau, American Farmers & Ranchers/Oklahoma Farmers Union and Heaston Community Church.
Gary Bledsoe	Three-year term expiring in May 2020. Occupation for the past five years – Farming and ranching. Owner and operator of Bledsoe Farms, an Angus seedstock operation. Former consultant in rural economic development for the Oklahoma Department of Agriculture. Director of Lincoln County Conservation District and currently serving as Chairperson, Secretary/Treasurer of Crosstimber Prescribed Burn Association.
Dan Childs	Four-year term expiring in May 2023. This position will revert to a three-year position in May 2023. Occupation for the past five years – Farming, ranching and agricultural economist with the Noble Research Institute. Board member of Johnston County Industrial Authority, Johnston County Farm Bureau, National Farm Credit Council, and Farm Credit Council Services. Member of CoBank District Farm Credit Council and officer for the Foundation for Livestock and Grain Marketing in Denver, Colorado.
Bob Eubanks	Three-year term expiring in May 2022. Occupation for the past five years – Farming and ranching. Owner of Eubanks Land, LLC., and co-owner of Eubanks Equipment Company, LLC. (hay equipment dealer). Majority-owner of Eubanks Brothers Farm, LLC. Co-owner of Eubanks Investments and Properties, LLC. Board member of Northeast Oklahoma Rural Electric Cooperative Trust Foundation (Operation Roundup) and Chairman of Credentials Committee for Northeast Oklahoma Rural Electric Cooperative. Member of Oklahoma Farm Bureau, Oklahoma Cattlemen's Association and Welch Baptist Church.
Brian Knowles	Three-year term expiring in May 2021. Occupation for the past five years – Farming and ranching (cow/calf, stockers, poultry, wheat, and hay). Vice President of the Leflore County Farm Bureau, President of Keota Round Up Club, Assistant Fire Chief of Keota Volunteer Fire Department, and member of Keota First Baptist Church.
Phillip Landgraf	Two-year term expiring in May 2020. This position will close in May 2020. Occupation for the past five years – Owner/operator of Landgraf Fertilizer, where Mr. Landgraf and his wife, Kathy, have provided seed, fertilizer and chemical to growers since 1991. Mr. Landgraf's farming operation includes cattle and crops (cotton, wheat, corn, soybeans). Director on the Red River Valley Rural Electric Association since 1997 and has been an alternate for Western Farmers Electric Cooperative Board since 2014.
Ross Love	Appointed Director. Three-year term expiring in May 2020. Occupation for the past five years – Retired in April 2016 as Assistant Director of the Oklahoma Cooperative Extension Service, a position he held for 16 years. Upon retirement Dr. Love became Professor Emeritus of Agricultural Economics at Oklahoma State University (OSU). He serves as financial advisor to Pi Chapter of the Alpha Gamma Rho fraternity at OSU. Treasurer for the Brighton Homeowners Association of Stillwater, LLC.
Kenneth Markes	Three-year term expiring in May 2020. Occupation for the past five years – Farming and ranching, and partner in Markes Brothers Farms. His operation includes wheat, soybeans, canola, a cow/calf herd and stockers. Director for the Bison Cooperative and member of St. Joseph Catholic Church.
R. Dale McDaniel	Appointed Director. Three-year term expiring in May 2021. Occupation for the past five years – Self-employed Certified Public Accountant and associated with James Management Group, and general partner of McDaniel Family Partnership. Elder of Penn South Church of Christ.

Shand Rasmusson	Three-year term expiring in May 2021. Occupation for the past five years – Full-time farmer and rancher for the past 26 years. Owner/operator of Shand Diversified, a beef cattle operation with ranches in Oklahoma, Arkansas, Idaho and Wyoming. Rasmusson's ranches include cow/calf herds, stockers and cattle feeding. He grows wheat for grazing and uses rotational grazing practices. Member of Oklahoma Cattlemen's Association and McCurtain County Cattlemen's Association. Former state cattlemen's association vice president and former Farm Bureau Young Farmer and Rancher Board member. Previously served on a state beef board. He is a member of a local church, where he volunteers in many capacities.
Brad Scott	Three-year term expiring in May 2022. Occupation for the past five years – Farming and ranching, operating under Brad Scott Ranch (yearling cattle operation) and partner in parents' cattle ranch. Affiliated with C&S Rentals; Morrison Investments, LLC; West Oak Properties, LLC; and Bradley Ranch II, LLC. Serves as interim city manager for Waurika, Oklahoma. Director for Jefferson County Hospital and Duncan Regional Hospital. Chairman of the Board of First Christian Church of Waurika.
Jay Stinnett	Three-year term expiring in May 2022. Occupation for the past five years – Agricultural education instructor at Keys High School (primary) and farming and ranching (cow/calf operation). Member of Tahlequah Cooperative, Keys Alumni Booster Club, Cherokee County Cattleman's Association and Oklahoma Cattleman's Association. Member of Exciting Southeast Baptist Church of Tahlequah.
Verl M. Daugherty	Three-year term expired in May 2019. This position closed in May 2019. Occupation for the past five years – Farming and ranching, operating under VMD Farms (cow/calf stocker and wheat operation). Trustee and elder at Anadarko First Christian Church.
Kevin Smith	Three-year term expired in May 2019. This position closed in May 2019. Occupation for the past five years – Farming and ranching. Member of Sooner Cooperative, Farmers Elevator Company, OG&E and Alfalfa Electric Coops; American Farmers and Ranchers; and First United Methodist Church of Fairview.

SENIOR OFFICERS

Patrick Zeka	President/Chief Executive Officer (CEO) – President/CEO since January 1, 2019. During 2018, he served as Executive Vice President/Chief Operating Officer and as Chief Financial Officer until July 2018. Appointed Executive Vice President/COO/CFO effective January 1, 2016. Served jointly as Executive Vice President/COO/CFO for Farm Credit Services of East Central Oklahoma, ACA (East Central) and Chisholm Trail Farm Credit, ACA (Chisholm Trail) in 2015. Served as Acting President and CFO, then Interim President and CFO for East Central from September 2014 through December 2014. Served as CFO for East Central from 2008 until September 2014. Served as a Vice President for U.S. AgBank from 1999 to 2008. Total Farm Credit System experience exceeds 27 years.
Steve Davenport	Executive Vice President/Chief Credit Officer (CCO) – Appointed Executive Vice President/CCO effective January 1, 2016. Served jointly as Executive Vice President/CCO for Chisholm Trail and East Central in 2015. Served as Executive Vice President/CCO for Chisholm Trail from April 2002 through December 2014, and as Vice President – Credit for Chisholm Trail from January 1997 to April 2002. Total Farm Credit System experience exceeds 27 years.
Dennis Green	Executive Vice President/Chief Risk Officer (CRO) – Appointed Executive Vice President/CRO effective January 1, 2016. Served jointly as Executive Vice President/CRO for East Central and Chisholm Trail in 2015. From May 2007 through 2014, served as Chief Credit Officer for East Central. Prior to 2007, directed the internal credit and operations review program for East Central. Total Farm Credit System experience exceeds 41 years.
Malinda Thimmesch	Chief Financial Officer (CFO) – Appointed CFO effective July 16, 2018. Prior to 2016, directed enterprise data stewardship at American AgCredit and served on the Farm Credit System information data warehouse workgroup from April 2015 to June 2018. Previously served as Manager of Financial Reporting for CoBank from January 2012 to March 2015 and U.S. AgBank from July 2002 to December 2011. Total Farm Credit System experience exceeds 17 years.

John Burk — Chief Lending Officer (CLO) – Appointed Chief Lending Officer effective January 1, 2018. Served as Senior Vice President of Credit from January 2016 through December 2017. Served jointly as Senior Vice President for East Central Oklahoma and Chisholm Trail in 2015, and for East Central Oklahoma from October 2012 to December 2014. Served as Muskogee lending office Vice President/Branch Manager from September 2010 to September 2012. Served as Loan Officer in the Stillwater lending office from August 2006 to September 2010. Total Farm Credit System experience exceeds 13 years.

COMPENSATION OF DIRECTORS AND SENIOR OFFICERS

During 2019, directors of the Association were compensated for services on a per diem basis at the rate of $800.00 per day and were reimbursed mileage at the rate of $0.58 per mile while on official business. The Board Chairman was paid an additional $300 per month, the Board Vice Chairman was paid an additional $100 per month, and the Audit Committee Chairman and Compensation/Risk Committee Chairman were paid an additional $250 per month. For regular board meetings only, payment for travel time was made at the rate of $0.40 per mile. The Compensation, Risk and Audit committee meetings were held in conjunction with the regular board meetings, no additional compensation was paid to the directors for these meetings.

Additional information for each director is provided below:

Name	Number of Days Served at Board Meetings	Number of Days Served in Other Official Activities	Board Meetings and Other Official Duties Comp	Conference Calls	Chairman /Vice Chairman	Committee Chairmen	Additional Time and Duties	Compensation Paid During 2019
Jay Grace	14	8	17,600	100	2,400	–	1,451	21,551
Roger Moore	15	4	15,200	–	600	–	790	16,590
Eric Bilderback	13	4	13,600	100	–	–	647	14,347
Gary Bledsoe	14	4	14,400	–	–	–	543	14,943
Dan Childs	12	3	12,000	–	–	–	1,161	13,161
Bob Eubanks	14	6	16,000	–	1,800	–	1,037	18,837
Brian Knowles	14	8	17,600	–	–	–	1,195	18,795
Phillip Landgraf	13	1	11,200	–	–	–	1,102	12,302
Ross Love	14	1	12,000	100	–	–	589	12,689
Kenneth Markes	13	4	14,400	100	–	–	804	15,304
R. Dale McDaniel	13	–	10,400	100	–	3,000	514	14,014
Shand Rasmusson	13	5	14,400	–	–	–	1,796	16,196
Brad Scott	12	–	8,800	–	–	3,000	1,069	12,869
Jay Stinnett	14	4	14,400	100	–	–	967	15,467
Verle Daugherty	4	1	4,000	100	–	–	534	4,634
Kevin Smith	4	5	7,200	–	–	–	461	7,661
Total Compensation			$ 203,200	$ 700	$ 4,800	$ 6,000	$14,660	$ 229,360

Directors and senior officers are reimbursed for travel, subsistence and other expenses related to Association business according to Association policy. A copy of this policy is available to shareholders upon request. Aggregate reimbursements to directors for travel, subsistence and other related expenses were $116,823 in 2019, $124,260 in 2018 and $133,846 in 2017. There was no non-cash compensation to directors during 2019.

Information on the compensation and pension information for the CEO, senior officers and highly compensated employees follows. The CEO's compensation is not included in the compensation for senior officers/highly compensated employees in any year, in accordance with FCA regulations.

Name of CEO	Year	Annual					Total
		Salary	Incentive[3]	Change in Pension Value[4]	Deferred/ Perqs[5]	Other[6]	
Patrick Zeka	2019	$ 303,209	$ 105,883	$ –	$ 44,419	$ 37,775	$ 491,286
P.L. (Butch) McComas	2018	$ 320,018	$ 58,197	$ 214,723	$ 52,079	$ 15,467	$ 660,484
P.L. (Butch) McComas	2017	$ 306,466	$ 72,039	$ 528,432	$ 56,689	$ 21,260	$ 984,886

Aggregate Number of Senior Officers/ Highly Compensated Employees[2]	Year	Annual					Total[1]
		Salary	Incentive[3]	Change in Pension Value[4]	Deferred/ Perqs[5]	Other[6]	
5	2019	$ 938,716	$ 206,516	$3,104,760	$ 31,839	$257,999	$ 4,539,830
6	2018	$ 990,278	$ 181,403	$ 229,825	$ 43,101	$160,979	$ 1,605,586
5	2017	$ 920,625	$ 238,754	$ 650,173	$ 39,892	$105,579	$ 1,955,023

1. Disclosure of the total compensation paid during 2019 to any designated senior officer or highly compensated employee is available to our shareholders upon request. Compensation amounts do not include earnings on nonqualified deferred compensation, as such earnings are not considered above-market or preferential.
2. The senior officers and highly compensated employees included above are those officers defined by FCA regulations Section 619.9310 and Section 620.6.
3. Incentive compensation includes amounts earned in the reported fiscal year, which are paid in January of the subsequent year. The annual incentive compensation amounts are calculated based on relevant performance factors for the reported fiscal year.
4. The change in value of the pension benefits is defined as the vested portion of the present value of the accumulated benefit obligation from December 31 of the prior year, disclosed in Note 10 of the Financial Statements. The amounts are based on years of service and age under the Ninth Farm Credit District Pension Plan. Actuarial assumptions based on 50% lump sum/50% annuity were used to determine the change in values which may not reflect the actual value of the pension at the time of retirement. Changes in value may fluctuate widely from year-to-year based on age, discount rate and years of service.
5. Represents reimbursements for vehicle expense, miscellaneous fringe benefits, employer match on a nonqualified deferred compensation plan, life insurance and long-term disability premiums.
6. Represents severance paid to retirees, retiree gifts and accrued vacation paid at retirement. Other also includes annual leave cash outs as allowed under the Leave Program paid in January of each year, employee relocation, Christmas bonuses and employer match on the defined contribution plans available to all employees.

The Compensation Committee of the board of directors follows a comprehensive compensation philosophy through adoption of a Compensation Management Policy (Policy) and implementing a Salary Administration Program (Program) that ensures fair and equitable compensation opportunities for those who hold positions of comparable responsibility, and it meets legal requirements in all compensation practices. Objective methods are used to measure the relative value of jobs, and salary grades and ranges are used that will position the Association to be competitive in the marketplace. The objectives of the Policy and Program are to:

- Remain competitive in the market place for all job positions to attract, retain and motivate staff in a fair and uniform manner so the Association may accomplish its mission and achieve its strategic goals;
- Provide market based compensation through base salary and an Administrative Incentive Program that will allow the Association to attract, retain and motivate superior executive talent;
- Place a portion of total compensation for the executive at risk and contingent upon the Association remaining sound financially and meeting established performance goals; and
- Ensure that long-term financial stability of the Association is emphasized over short-term results and decisions.

The Policy and Program are designed to:

- Reward successful business year results through an Administrative Incentive Program for the executive staff and the Performance Pay Program for all other staff; and
- Significantly contribute to the retention of the CEO and other Senior Officers.

The Compensation Committee annually reviews market information related to the level and mix of salaries, benefits, and incentive plans for the CEO and other Senior Officers. The Compensation Market Data compares salary and incentive levels for similar sized institutions operating in our geographic area. The CEO and Senior Officers

participate in the Administrative Incentive Program. The Compensation Committee considers the factors and goals of the Administrative Incentive Program on an annual basis for all Senior Officers. Due to the cooperative business structure of the Association, the Plans do not contain stock-based compensation components.

All other eligible, full-time Association employees participate in the Performance Pay Programs which include the Loan Officer Incentive Program and the Team Incentive Program in accordance with the Compensation Management Policy. These performance pay programs are contingent upon minimum association performance based on various criteria.

The above mentioned incentive programs are tied to the overall business performance of the Association and to the employee's performance. The programs are based on the fiscal year and are designed to motivate employees and executives to exceed annual financial and credit quality performance targets established by the Board of Directors. These targets typically include return on assets, credit quality, loan volume, cost of operations, and association earnings. Certain officers are covered by an incentive plan with payments being made to reward new loan volume, volume retention and meeting established targets.

Retirement Plan Overview – Certain Senior Officers participate in two defined benefit retirement plans: (a) the Ninth Farm Credit District Pension Plan (Pension Plan), which is a qualified defined benefit plan and (b) the Former Ninth and Eleventh District Employers Pension Restoration Plan (Pension Restoration Plan), which is a nonqualified retirement plan. Additionally, substantially all employees participate in the 401(k) Plan, which has an employer matching contribution. Certain eligible employees participate in the Farm Credit Foundations Nonqualified Deferred Compensation Plan, which allows individuals to defer compensation and which restores the benefits limited in the 401(k) Plan by restrictions in the Internal Revenue Code. Information on pension benefits attributable to the senior officers and other highly compensated individuals follows.

Aggregate Number of Senior Officers/ Highly Compensated Employees

Number in Group[1]	Year	Plan	Number of Years of Credited Service[2]	Present Value of Accumulated Benefits	Payments Made During the Reporting Period[3]
3 Participants	2019	Pension Plan	53.54	$ 9,241,771	$ 156,405
1 Participant	2019	Pension Restoration Plan	35.20	$ 477,443	–

1 The senior officers and the highly compensated employees included in the pension benefits disclosure are those defined by FCA regulations Section 619.9310 and Section 620.6.
2 For the Pension Plan and Pension Restoration Plan, this represents an average for the aggregate senior officer and highly compensated employee group.
3 Represents post-retirement benefit payments made during the last fiscal year, if applicable.

Pension Plan – In general, the Pension Plan is a qualified plan and provides participants with a 50% joint-and-survivor annuity benefit at normal retirement that is equal to 1.50% of average monthly compensation during the 60 consecutive months in which an individual receives his/her highest compensation (High 60) multiplied by his/her years of benefit service, plus 0.25% of the amount by which the High 60 exceeds covered compensation multiplied by years of benefit service. The benefit is actuarially adjusted if the individual chooses a different form of distribution other than a 50% joint-and-survivor annuity, such as a lump sum distribution. The change in pension valuation was determined using a blended approach assuming half of the benefits would be paid as a lump sum and half as an annuity at the participants earliest unreduced retirement age. This does not represent the actual value of the pension at the time the individual retires or terminates employment. The Pension Plan pays benefits up to the applicable limits under the Internal Revenue Code.

Pension Restoration Plan – The Pension Restoration Plan is unfunded and non-qualified for tax purposes. Benefits payable under this plan are equal to the excess of the amount that would be payable under the terms of the Pension Plan disregarding the limitations imposed under Internal Revenue Code Sections 401(a)(17) and 415, over the pension actually payable under the Pension Plan. The plan also restores any benefits attributable to non-qualified deferred compensation excluded from the benefit determined under the Pension Plan. The non-qualified pension restoration valuation was determined using an assumption that benefits would be paid as a lump sum at the participants earliest unreduced retirement age. This does not represent the actual value of the Pension Restoration Plan at the time the individual retires or terminates employment.

TRANSACTIONS WITH SENIOR OFFICERS AND DIRECTORS

The Association's policies on loans to and transactions with its officers and directors, required to be disclosed in this section are incorporated herein by reference from Note 11 to the financial statements, "Related Party Transactions," included in this annual report to shareholders.

INVOLVEMENT OF SENIOR OFFICERS AND DIRECTORS IN CERTAIN LEGAL PROCEEDINGS

There were no matters which came to the attention of management or the Board of Directors regarding involvement of senior officers or current directors in specified legal proceedings which are required to be disclosed in this section.

BORROWER PRIVACY STATEMENT

Since 1972, Farm Credit Administration (FCA) regulations have forbidden the directors and employees of Farm Credit institutions from disclosing personal borrower information to others without borrower consent. The Association does not sell or trade customers' personal information to marketing companies or information brokers. Additional information regarding FCA rules governing the disclosure of customer information can be obtained by contacting the Association.

RELATIONSHIP WITH COBANK, ACB (COBANK)

The Association is materially affected by CoBank's financial condition and results of operations.

The Association's statutory obligation to borrow from CoBank is discussed in Note 6. Financial assistance agreements between the Association and CoBank are discussed in Note 7. Association requirement to invest in CoBank and CoBank's ability to access capital of the Association is discussed in Note 4 to the financial statements, "Investment in CoBank," included in this annual report to shareholders. CoBank's role in mitigating the Association's exposure to interest rate risk is discussed in the MD&A section – Liquidity.

CoBank is required to distribute its Annual Report to shareholders of the Association if the bank experiences a significant event that has a material effect on the Association as defined by FCA regulations.

RELATIONSHIP WITH INDEPENDENT AUDITORS

There were no changes in independent auditors since the prior annual report to shareholders and there were no material disagreements with our independent auditors on any matter of accounting principles or financial statement disclosure during this period.

FINANCIAL STATEMENTS

The financial statements, together with the report thereon of PricewaterhouseCoopers LLP dated March 9, 2020, and the Report of Management, appearing as part of this annual report to shareholders, are incorporated herein by reference.

COBANK ANNUAL AND QUARTERLY REPORTS TO SHAREHOLDERS

The shareholders' investment in the Association is materially affected by the financial condition and results of operations of CoBank. Consequently, the Association's annual and quarterly reports should be read in conjunction with CoBank's 2019 Annual and Quarterly Reports to Shareholders. Quarterly reports are available approximately 40 days after the calendar quarter end and annual reports are available approximately 75 days after the calendar year end. A copy of these reports may be obtained free upon request from the Association. The Association is located at 601 E. Kenosha Street, Broken Arrow, Oklahoma 74012, or may be contacted by calling (918) 251-8596. The reports may also be obtained free of charge by visiting CoBank's website at www.cobank.com.